

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: CORE SCIENTIFIC, INC., <i>et al.</i>, Debtors.¹	§ § § § §	Case No. 22-90341 (DRJ) (Chapter 11) (Jointly Administered)
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**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF VINSON & ELKINS LLP AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV/](https://ecf.txsb.uscourts.gov/) WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS MOTION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS MOTION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Equity Security Holders (the “*Official Equity Committee*”) of the above-referenced debtors and debtors in possession (collectively, the “*Debtors*”) hereby files this *Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Counsel for the Official Committee of Equity Security Holders Effective As of March 30, 2023* (the “*Application*”) seeking entry of an order (the “*Order*”), substantially in the form attached hereto as **Exhibit A**, authorizing the Official Equity Committee to retain and employ

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisitions, LLC (0825); Starboard Capital LLC (6677); RADAR, LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Vinson & Elkins LLP (“*V&E*”) as its counsel effective as of March 30, 2023. In support of this Application, the Debtors submit the Declaration of David S. Meyer, attached hereto as **Exhibit B-1** (the “*Meyer Declaration*”) and the Declaration of Douglas S. Wall, attached hereto as **Exhibit B-2** (the “*Wall Declaration*”) and respectfully submit the following:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of Texas (the “*Court*”) has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). The Official Equity Committee confirms its consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 328(a), 330, 331, and 1103 of title 11 of the United States Code (the “*Bankruptcy Code*”), Bankruptcy Rules 2014 and 2016, rules 2014-1 and 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (the “*Local Rules*”), and the *General Order Regarding Procedures for Complex Chapter 11 Cases* (the “*Complex Case Procedures*”).

BACKGROUND

4. Commencing on December 21, 2022 (the “*Petition Date*”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections

1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, no request for the appointment of a trustee or examiner has been made.

5. On January 9, 2023, the United States Trustee for Region 7 (the “*U.S. Trustee*”) appointed the Official Committee of Unsecured Creditors (the “*UCC*”) in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code. *See Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 256]. On March 7, 2023, the Court entered an agreed order directing the appointment of the Official Equity Committee [Docket No. 642] (the “*OEC Appointment Order*”). On March 23, 2023, the U.S. Trustee appointed the Official Equity Committee in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code. *See Notice of Appointment of Official Committee of Equity Security Holders* [Docket No. 724].

6. Additional information regarding the Debtors and these chapter 11 cases is set forth in the *Declaration of Michael Bros in Support of the Debtors’ Chapter 11 Petitions and First Day Relief* [Docket No. 5].

RELIEF REQUESTED

7. By this Application, the Official Equity Committee seeks entry of the Order, substantially in the form attached as **Exhibit A**, authorizing the retention and employment of V&E as its counsel in accordance with this Application and the terms and conditions set forth in that certain engagement letter between the Official Equity Committee and V&E effective as of March 30, 2023 (the “*Engagement Letter*”), a copy of which is attached as **Schedule 1** to **Exhibit B-1** and incorporated by reference.²

² The summary of the Engagement Letter contained in this Application is provided for informational purposes only. In the event of any inconsistency between the summary contained herein and the terms and provisions of the Engagement Letter, the terms of the Engagement Letter, as approved by the Court pursuant to the Order, shall control. Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Engagement Letter.

V&E'S QUALIFICATIONS

8. The Official Equity Committee seeks to retain V&E because, among other reasons, (a) V&E has extensive experience and knowledge in the field of debtors' protections, creditors' rights, and business reorganizations under chapter 11 of the Bankruptcy Code, (b) V&E is widely recognized as one of the world's leading legal advisors to companies operating within the energy industry, (c) V&E has extensive experience and knowledge in handling corporate, capital markets, debt restructuring, and other transactions for companies in a variety of industries, and (d) V&E has significant experience acting as legal counsel to debtors, creditors, and equity security holders in complex chapter 11 cases before the Court.

SERVICES TO BE PROVIDED

9. The Official Equity Committee anticipates that V&E will, among other things, render the following legal services:

- a. provide legal advice with respect to the Official Equity Committee's powers and duties as an official committee of the Debtors' estates in these chapter 11 cases;
- b. prepare on behalf of the Official Equity Committee all necessary motions, answers, orders, reports, and other legal papers in connection with these chapter 11 cases;
- c. take all necessary actions to represent the Official Equity Committee in its communications and negotiations with the Debtors, the U.S. Trustee, the UCC, and other stakeholders (including equity security holders);
- d. represent the Official Equity Committee to discharge its duties in accordance with the OEC Appointment Order (defined below), the record at the hearing thereon, and/or as otherwise may be expanded by the approval of the Court;
- e. consult with the Debtors, the U.S. Trustee, the UCC, and all other creditors and parties in interest concerning the administration of these chapter 11 cases; and
- f. provide representation and all other legal services required by the Official Equity Committee in discharging its duties as an official committee or otherwise in connection with these chapter 11 cases.

PROFESSIONAL COMPENSATION

10. V&E intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Complex Case Procedures, and any other applicable procedures and orders of the Court, including, among others, the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541] and the OEC Appointment Order. V&E shall also make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* in connection with interim and final fee applications to be filed by V&E in these chapter 11 cases.

11. The hourly rates and corresponding rate structure V&E will use in these chapter 11 cases are the same as or similar to the hourly rates and corresponding rate structure that V&E currently uses in other restructuring matters and in many complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. These hourly rates and the corresponding rate structure reflect that such restructuring and other complex matters typically are, *inter alia*, national in scope and involve great complexity, high stakes, and significant time pressures.

12. V&E operates in a national marketplace for legal services in which rates are driven by multiple factors relating to, among other things, the tenure, experience, and specialization of the individual lawyer, V&E's performance and reputation, and the nature and complexity of the work involved.

13. V&E's current hourly rates for matters related to these chapter 11 cases range from \$730 to \$1,920 per hour for attorneys and approximately \$420 per hour for paraprofessionals and other time keepers. V&E's hourly rates are set at a level designed to compensate V&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions. These hourly rates are set forth in the Meyer Declaration and are consistent with the rates that V&E currently charges for other similar representations and with the hourly rates that comparable counsel would charge to do work substantially similar to the work V&E will perform in these chapter 11 cases.

14. It is V&E's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also V&E's policy to charge its clients only the amount actually incurred by V&E in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, computer-assisted legal research, photocopying, airfare, and lodging.

15. V&E is aware of the need to preserve the value of the Debtors' estates for the benefit of all stakeholders. V&E will work efficiently and remain mindful of its chief objective: to help assist the Official Equity Committee discharge its duties by progressing "(a) valuation and (b) negotiations, in each case related to determining the terms of confirmation of a chapter 11 reorganization plan" in these chapter 11 cases.³

³ See OEC Appointment Order ¶ 8.

V&E'S DISINTERESTEDNESS

16. To the best of the Official Equity Committee's knowledge, and except as otherwise set forth in this Application and in the accompanying Meyer Declaration, the partners, counsel, and associates of V&E (a) do not have any connection (as that term is used in Bankruptcy Rule 2014) with any of the members of the Official Equity Committee, their affiliates, any other party in interest, the U.S. Trustee or any person employed in the office of the same, or any judge in the United States Bankruptcy Court for the Southern District of Texas or any person employed in the offices of the same; (b) are "disinterested persons," as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; and (c) do not hold or represent any interest adverse to the Official Equity Committee.

17. The Official Equity Committee understands that V&E will continue to conduct periodic conflicts analyses to determine whether it is performing or has performed services for any significant parties in interest in these chapter 11 cases and will promptly update the Meyer Declaration to disclose any material developments regarding the Official Equity Committee or any other pertinent relationships that come to V&E's attention.

NO DUPLICATION OF SERVICES

18. The Official Equity Committee believes that the services performed by V&E will not duplicate or overlap with the services performed by the Official Equity Committee's other retained advisors. V&E understands that the Official Equity Committee intends to submit a separate application to retain FTI Consulting Inc. as financial advisor and may retain additional professionals during the term of the Engagement Letter as otherwise permitted by the Court. As set forth in the Meyer Declaration, V&E will use reasonable efforts to work cooperatively with the

Official Equity Committee to avoid duplication of services provided to the Official Equity Committee by its other retained professionals.

BASIS FOR RELIEF REQUESTED

19. Section 328(a) of the Bankruptcy Code authorizes a committee appointed under section 1102 of the Bankruptcy Code, with the Court’s approval, to employ “a professional person under section . . . 1103 of this title.” 11 U.S.C. § 328(a). Section 1103, in turn, requires that an attorney employed to represent a committee “may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case.” 11 U.S.C. § 1103.

20. Bankruptcy Rule 2014(a) requires that a retention application include:

“[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant’s knowledge, all of the [firm’s] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

21. The Official Equity Committee submits that for all the reasons stated herein and in the Meyer Declaration, the retention and employment of V&E as the Official Equity Committee’s counsel pursuant to sections 328(a) and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014(a) is warranted.

A. V&E’s Retention is Necessary and is in the Best Interest of the Debtors’ Estates.

22. The Official Equity Committee submits that V&E’s immediate retention as the Official Equity Committee’s counsel is both necessary and in the best interests of the Debtors’ estates. To the best of the Official Equity Committee’s knowledge, the Debtors are currently finalizing an updated business plan, and will soon thereafter negotiate a chapter 11 plan of

reorganization with key constituents. It is imperative that the Official Equity Committee, which serves a purpose unique to that of any other party in interest, have a seat at the table to evaluate the proposed business plan and participate in negotiations regarding the Debtors' proposed valuation and chapter 11 plan of reorganization. V&E's retention will allow the Official Equity Committee to execute its Court ordered mandate to contribute to the Debtors' valuation and chapter 11 plan of reorganization processes for the betterment of all stakeholders, including specifically all equity security holders.

B. V&E Neither Holds nor Represents any Interest Adverse to the Official Equity Committee and is a "Disinterested Person" within the Meaning of Section 101(14) of the Bankruptcy Code.

23. The partners, counsel, and associates of V&E (a) do not have any connection (as that term is used in Bankruptcy Rule 2014) with any of the members of the Official Equity Committee, their affiliates, any other party in interest, the U.S. Trustee or any person employed in the office of the same, or any judge in the United States Bankruptcy Court for the Southern District of Texas or any person employed in the offices of the same; (b) are "disinterested persons," as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; and (c) do not hold or represent any interest adverse to the Official Equity Committee.

24. If new or additional relationships are discovered or arise, V&E will use reasonable efforts to identify them and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

NOTICE

25. Notice of this Application has been provided by delivery to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) the Debtors, and Weil, Gotshal &

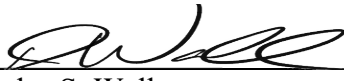
Manges LLP as counsel to the Debtors; (c) the UCC, and Wilkie Farr & Gallagher LLP as counsel to the UCC; (d) Scheef & Stone, L.L.P. as counsel to the Board of Directors of Core Scientific, Inc.; (e) Paul Hastings LLP as counsel to the Ad Hoc Group of Secured Noteholders; (f) counsel to the Replacement DIP Secured Parties; (f) U.S. Bank National Association, as Prepetition Note Agent and Collateral Agent, (g) those persons who have formally appeared in these chapter 11 cases and requested service pursuant to Bankruptcy Rule 2002; (h) the Internal Revenue Service; and (i) all other applicable government agencies to the extent required by the Bankruptcy Rules or the Local Rules. Considering the nature of the relief requested in this Motion, the Debtors submit that no further notice is necessary.

NO PRIOR REQUEST

26. No prior application for the relief requested herein has been made to this Court or any other court.

The Official Equity Committee respectfully requests that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, and grant such other and further relief to which it may be justly entitled.

Dated: April 28, 2023
Dallas, Texas

/s/ 

Douglas S. Wall
Authorized Signatory
Official Committee of Equity Security Holders

CERTIFICATE OF SERVICE

I certify that on April 28, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Paul E. Heath

One of Counsel

Schedule 1

Engagement Letter



April 2, 2023

April 2, 2023

Attorney-Client Privileged; Confidential

Via Email

Official Committee of Equity Security Holders of
Core Scientific, Inc., et al

Attn Members:

Aaron Baker (aaron@alphabravoholdings.com)

Brent Berge (Brent.berge@bergetoyota.com)

Foundry Digital LLC (rboyle@foundrydigital.com)

Janice J. Kelly (Dee.kelly@kellyhart.com)

RBH Holdings, LLC (rhale@rockhillcap.com)

The Rudolph Family Trust (laru@reign-deer.com)

Douglas S. Wall (wallds@yahoo.com)

Re: Engagement Letter for Chapter 11 Representation of Official Committee of Equity
Security Holders of Core Scientific, Inc., et al (the “Official Equity Committee”)

Ladies and Gentlemen:

We are pleased to have the opportunity to represent you in this matter. This letter, the attached Additional Terms of Engagement (“Additional Terms”), and any order authorizing the employment and retention of V&E as counsel for the Official Equity Committee entered by the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”), shall set forth the terms of our engagement.

Clients

Our only client for this engagement is the “Official Equity Committee”, or “you”, the members of which were appointed pursuant to the *Notice of Appointment of Official Committee of Equity Security Holders* [Docket No. 724]. The members of the Official Equity Committee are:

1. Aaron Baker,
2. Brent Berge,
3. Foundry Digital LLC,
4. Janice J. Kelly,



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5. RBH Holdings, LLC,
6. the Rudolph Family Trust, and
7. Douglas S. Wall,

or such other members who shall be appointed from time to time by the United States Trustee for the Southern District of Texas (the “U.S. Trustee”). We are not representing any member in their individual capacity or anyone else in this matter. Our duties and responsibilities run to the Official Equity Committee in this matter and not to any other persons, constituents, or entities, including members, parents, subsidiaries, affiliates, portfolio companies, joint ventures, successors, employees, directors, owners, or other stakeholders.

No client may be added to this engagement without our express written agreement, and this engagement will not create an attorney-client or a *de facto* or implied attorney-client relationship with any other person or entity.

Scope of Engagement

Pursuant to the *Agreed Order Directing the Appointment of an Official Committee of Equity Holders* [Docket No. 642] (the “Appointment Order”), the Bankruptcy Court directed the appointment of the Official Equity Committee in the chapter 11 cases of *Core Scientific, Inc., et al* (the “Chapter 11 Cases”) subject to certain terms and conditions and as otherwise noted on the record at hearings held by the Bankruptcy Court on March 1 and 3, 2023 (collectively, the “Hearing”).

Notably, the Appointment Order limits the scope of the Official Equity Committee’s duties to: “(a) valuation and (b) negotiations, in each case related to determining the terms of confirmation of a chapter 11 reorganization plan” in the Chapter 11 Cases unless otherwise expanded with approval of the Bankruptcy Court upon notice to other parties and a hearing.

We will represent the Official Equity Committee to discharge its duties in accordance with the Appointment Order and as provided on the record at the Hearing, and/or as otherwise expanded by the approval of the Bankruptcy Court. It is important that the members of the Official Equity Committee agree on the scope of the work we will perform on behalf of the Official Equity Committee, so please let me know right away if I have misstated it.

Fees and Other Charges

Our fees will be based on the time our attorneys and other professionals devote to the matter. Our billing rates vary according to the experience of the individuals and the nature and location of the work.

Our fees and other charges incurred in connection with this engagement will be paid by the debtors in the Chapter 11 Cases (the “Debtors”) pursuant to the Appointment Order, the *Order*



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Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 541] and as provided on the record at the Hearing, and shall be subject to Bankruptcy Court approval in accordance with any Bankruptcy Court order authorizing the employment and retention of V&E as counsel for the Official Equity Committee.

The Appointment Order provides for, among other things, a cap (the “Fee Cap”) of \$4.75 million on the fees and expenses of the Official Equity Committee’s advisors that will be paid by the Debtors unless otherwise increased with approval of the Bankruptcy Court upon notice to other parties and a hearing.

Even though the Debtors will pay our fees and other charges, we recognize that we owe our professional obligations to the Official Equity Committee and not the Debtors. We will bill you at our base rates for this type of engagement. We review our billing rates annually, usually in January. If we change them, we will apply those new rates thereafter.

In addition, we may bill for expenses and other charges incurred in this matter, such as travel, couriers, photocopying, certain overtime costs, and computerized research. We may charge for those items whether that work is performed by outside vendors or in-house.

Although the Debtors will pay our invoices as noted above, we will generally submit a single statement to the Official Equity Committee setting forth: (i) the charges for actual work performed and expenses incurred; (ii) time narratives describing such charges; and (iii) the hourly rate of and hours incurred by each timekeeper for services performed.

There may be circumstances in which the aggregate amount of our fees and expenses (along with those of any other advisors to the Official Equity Committee) exceed the Fee Cap and/or certain work falls outside the scope of the Appointment Order. In such circumstances, we will promptly inform the members of the Official Equity Committee. If, at that point, the members nonetheless request that we undertake additional work in accordance with the bylaws governing the Official Equity Committee (the “Bylaws”), the scope of such work and/or related or additional fees would be discussed and agreed in advance with the members of the Official Equity Committee and shall be subject to any necessary approvals of the Bankruptcy Court.

Representation of the Official Equity Committee

Unless the Official Equity Committee informs us otherwise in writing, we will act on behalf of the members of Official Equity Committee as provided in the Bylaws. Thus, we may only act upon receiving direction or instructions from the delegated chairperson (the “Chairperson”) indicating that four or more members (or such other number constituting at least a majority of a quorum of members, (the “Majority Members”)) support such action.

In addition, while each member of the Official Equity Committee may communicate with us directly, each member has agreed that we will take direction and instructions from the Chairperson based on the support of the Majority Members. If, despite that agreement, we receive



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conflicting instructions, we will try to work out any differences among the members. Even in the face of conflicting instructions, if we are faced with a deadline or other time sensitive action, we are expressly permitted by this agreement to follow the instructions that we receive from the Chairperson based on the direction of the Majority Members.

Any member may withdraw from the Official Equity Committee at any time and for any reason by informing us and the U.S. Trustee in writing. Such withdrawal will not affect our continued representation of the Official Equity Committee, even if our continued representation is adverse to the withdrawing member. Likewise, consistent with the Bylaws, the Majority Members may terminate our representation of the Official Equity Committee at any time and for any reason by informing us and the U.S. Trustee in writing.

Disclosure of Holdings by Members. Each member of the Official Equity Committee agrees to disclose to us on its separate signature page to this letter, the aggregate number of shares of common stock of Core Scientific Inc., (the “Common Stock”) it beneficially holds (its “Holdings Data”) as of March 31, 2023, together with its address and a principal contact. If any member of the Official Equity Committee ceases to beneficially own any shares of Common Stock (*i.e.*, the number of shares held is zero), such member agrees to promptly inform us and the U.S. Trustee in writing. Likewise, each member of the Official Equity Committee agrees to update its Holdings Data on the first business day of each month (the “Holdings Calculation Date”) and deliver that information to us within five business days of each Holdings Calculation Date. Each member of the Official Equity Committee acknowledges that its disclosure of this information to us is important to our ability to represent the Official Equity Committee effectively. We will keep the Holdings Data of each member confidential and not disclose that information (even to other members of the Official Equity Committee), unless the member consents in writing, or unless we are required to disclose such information by law or court order, including in a “Bankruptcy Rule 2019 Statement.” Should any person or entity receive any communication from us as to the Official Equity Committee after it no longer beneficially owns any shares of Common Stock, such person or entity should treat that communication as an inadvertent disclosure, kindly destroy the communication and notify us of the same.

Possible Additional Members. We recognize that in the future, the U.S. Trustee may appoint certain other beneficial holders of shares of Common Stock to join the Official Equity Committee. We anticipate that the entry of additional members will be consistent with our engagement by the Official Equity Committee as set out in this letter. Upon such time as a new equityholder becomes a member of the Official Equity Committee, we shall run a conflicts check to determine whether any additional disclosures, consents, or waivers might be required. And the addition of any new member will be reflected in a written supplement to this letter.

Sharing of Information and Confidentiality. When we represent a committee in a matter, we must be free to share confidential information with all of its members concerning the matter. For example, while our communications with each member of the Official Equity Committee will be privileged and not disclosed to non-clients, what we learn from any member of the Official Equity Committee about this matter can be shared with the other members of the Official Equity



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Committee. Each member of the Official Equity Committee agrees that we may share information in this manner in connection with our representation of the Official Equity Committee.

If an individual member of the Official Equity Committee withdraws or is removed from the Official Equity Committee (including as a result of the member no longer beneficially owning any shares of Common Stock) in this matter, he or she agrees that we may continue to represent the Official Equity Committee in this matter, even if we may take positions adverse to such member's interests in this matter or in any subsequent negotiations or related proceedings, and (iii) we may continue to use any confidential information we have concerning this matter, even if that use is adverse to such member or advantageous to the remaining members in this matter and in any subsequent negotiations or related proceedings.

Possible Loss of Privilege. Finally, you acknowledge that, if there is a lawsuit or other dispute among the members of the Official Equity Committee, (i) communications between members and the Firm made in this matter might no longer be protected by the attorney-client privilege, and (ii) the information in those communications might be used in a manner prejudicial to any member.

Conflicts of Interests: Other Clients and Consent to Adverse Representation

There are three conflict issues to consider at the beginning of a new engagement: whether there are existing conflicts that require your consent; how we will respond if a conflict later emerges concerning this matter; and how we will treat conflicts regarding other matters in the future.

First, as to existing conflicts concerning this matter, we have run a preliminary conflicts check on the names of certain key people and entities based on our preliminary review of the Chapter 11 Cases. That check indicates Apollo Global Management, L.P. and certain of its affiliates ("Apollo") and BlackRock Financial Management, Inc. and certain of its affiliates ("BlackRock") have been clients of the firm for a number of years; we currently represent Apollo and BlackRock in connection with a variety of matters that are not related to the Debtors or the Chapter 11 Cases. We do not believe that our work for Apollo and/or BlackRock will impair or materially limit our ability to represent you here. To the contrary, we are confident we will be able to competently and diligently represent you. So far as we can determine, the factual and legal issues likely to arise in this matter appear to be unrelated to the work we are doing or are likely to do for Apollo and/or BlackRock. Further, in representing you, we will take appropriate steps to protect your confidential information. To proceed with this matter, we need each member of the Official Equity Committee to agree that we may continue to represent Apollo and BlackRock in current and future matters, and that each member waives any conflicts of interest that exist or might arise from such matters.

Second, it is possible that a conflict could emerge during the course of this matter. For instance, depending on the circumstances, a conflict might arise if another one of our clients, represented by another law firm, becomes adverse to you here. Should that happen, we will take



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appropriate steps to protect your confidential information, and each member of the Official Equity Committee consents to our representation of that client in other unrelated matters.

Third, during the time that we are representing you, situations or issues may arise between the Official Equity Committee or its members and other clients of the Firm in other matters. As you know, we are a large firm and represent many clients, especially in the energy, financial services, private equity, restructuring, and technology fields. Given the scope of our business and client relationships, it is possible that some of our present or future clients may be competitors of the Debtors or of certain members of the Official Equity Committee or otherwise have interests that differ from the Official Equity Committee or its members. This is not an exclusive agreement, and you are free to retain any other counsel of your choosing. But by retaining us, you agree that we are free to represent other clients whose interests are, or may be, materially and directly adverse to yours, except in litigation or arbitration against you, in any matter unless (i) the matter is substantially related to our representation of you, or (ii) there is a significant risk that the representation of the other client would materially limit our ability to represent you. Each member of the Official Equity Committee waives any conflict of interest that might arise from those matters. For purposes of this agreement, two matters are substantially related if their facts are so closely related that a genuine threat exists that factual confidential information revealed by the client in one matter will be divulged to that client's adversary in the other. We would be materially limited if our representation of another client, or our relationship with someone else, would materially affect our ability to represent you competently and diligently.

Finally, each member of the Official Equity Committee understands and agrees that as current clients of the Firm, we cannot and will not commence any litigation, adversary proceeding, or other contested matter against Apollo, BlackRock, or any other current clients of the Firm in connection with this matter.

Conclusion of the Matter

The attorney-client relationship created here will end when we have completed the legal services covered by this engagement letter. If we perform no work on this matter for a period of ninety days, we will consider the matter concluded unless we agree otherwise in writing. If we have no other open matters for you at that time, our attorney-client relationship will be over.

Prior to that, of course, you may end this engagement at any time for any reason by informing us in writing in accordance with its Bylaws. Similarly, we may stop representing you at any time for any reason (including non-payment of fees or due to a conflict of interest), provided we comply with the applicable rules of professional conduct and obtain any necessary Bankruptcy Court approval. If we no longer represent you in this matter, each member of the Official Equity Committee agrees to take all steps necessary to release us from any further obligation to represent you, including signing any documents necessary to complete our withdrawal. If you end this engagement, or if we withdraw, we will request that the Debtors pay us any undisputed outstanding fees and other charges subject to any necessary approval of the Bankruptcy Court, and we will take reasonable steps to assist you in transferring the matter to another law firm.



April 2, 2023

Consultation and Other Considerations

We encourage the members of the Official Equity Committee to consult with other counsel of their choosing regarding the terms of our engagement, particularly those regarding the scope of this engagement and conflict of interest issues. We understand that a member's in-house counsel, if applicable, may fulfill that role.

This letter and the Additional Terms set forth the entire agreement between us and is effective as of March 30, 2023. If they correctly reflect your understanding of the terms of our representation, please sign below and return a copy to me.

We look forward to working with you. Please contact me if you have any questions

Sincerely,

/s/ David S. Meyer

David S. Meyer
Partner



April 2, 2023

**AGREED TO AND ACCEPTED
BY THE FOLLOWING EQUITYHOLDER AND
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

Name: Aaron Baker

Aggregate number of shares of Common Stock beneficially held: 1,036,865

By:

A handwritten signature in black ink, appearing to read 'A. Baker', written over a horizontal line.

Address: Alpha Bravo Holding Co.
2895 W. Capovilla Ave #140
Las Vegas, NV 89119

Principal Contact: Aaron Baker

E-Mail: aaron@alphabravoholdings.com

Tel. No.: 702-830-1741



April 2, 2023

**AGREED TO AND ACCEPTED
BY THE FOLLOWING EQUITYHOLDER AND
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

Name: Brent Berge

Aggregate number of shares of Common Stock beneficially held: 5,284,101

By:

A handwritten signature in black ink, appearing to be 'Brent Berge', written over a horizontal line.

Address: 6718 E Rovey Avenue
Paradise Valley
Az 85253

Principal Contact: Brent Berge

E-Mail: brent.berge@bergetoyota.com

Tel. No.: 602-430-3673



April 2, 2023

**AGREED TO AND ACCEPTED
BY THE FOLLOWING EQUITYHOLDER AND
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

Name: Foundry Digital LLC

Aggregate number of shares of Common Stock beneficially held: 2,095,790

By: /s/ Ryan Boyle

Address: 1100 Pittsford Victor Rd.

Pittsford, NY 14534

Principal Contact: Ryan Boyle

E-Mail: rboyle@foundrydigital.com

Tel. No.: 646-456-4195



April 2, 2023

**AGREED TO AND ACCEPTED
BY THE FOLLOWING EQUITYHOLDER AND
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

Name: Janice J. Kelly

Aggregate number of shares of Common Stock beneficially held: 146,413

By: /s/ Dee Kelly

Address: 201 Main St., Ste, 2500

Fort Worth, TX 76102

Principal Contact: Dee Kelly

E-Mail: dee.kelly@kellyhart.com

Tel. No.: 817-332-2500



April 2, 2023

**AGREED TO AND ACCEPTED
BY THE FOLLOWING EQUITYHOLDER AND
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

Name: RBH Holdings, LLC

Aggregate number of shares of Common Stock beneficially held: 1,366,381

By: /s/ Randall B. Hale

Address: 3737 Buffalo Speedway, Ste. 1800

Houston, TX 77098

Principal Contact: Randall B. Hale

E-Mail: rhale@rockhillcap.com

Tel. No.: 713-304-8262



April 2, 2023

**AGREED TO AND ACCEPTED
BY THE FOLLOWING EQUITYHOLDER AND
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

Name: The Rudolph Family Trust

Aggregate number of shares of Common Stock beneficially held: 6,940,704

By:

A handwritten signature in black ink, appearing to be 'LR' or 'Lawrence Rudolph'.

Address:

Lawrence Rudolph, Trustee
613 Canyon Green Dr.
Las Vegas, NV 89144

Principal Contact:

Lawrence Rudolph

E-Mail:

Laru@724management.com

Tel. No.:

310909-9745



April 2, 2023

**AGREED TO AND ACCEPTED
BY THE FOLLOWING EQUITYHOLDER AND
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

Name: Douglas S. Wall

Aggregate number of shares of Common Stock beneficially held: 700,000

By: /s/ Douglas S. Wall

Address: 4233 Versailles Ave.

Dallas, TX 75205

Principal Contact: Douglas S. Wall

E-Mail: wallds@yahoo.com

Tel. No.: 214-662-9255



April 2, 2023

VINSON & ELKINS L.L.P.

Additional Terms of Engagement

These additional terms are an integral part of our agreement with you.

Scope of Our Work

We provide only legal services. We do not provide business, investment, insurance, underwriting, translation, accounting, financial, or technical services or advice, and you may not rely on us for such advice. Similarly, we do not make business decisions for you, and we do not investigate the character or credit of persons with whom you might be dealing.

Unless specifically included in the “Scope of Engagement” section of the engagement letter, this engagement does not include advice about (i) your disclosure obligations concerning the matter under any applicable law or regulation, including the federal securities laws, (ii) the tax consequences concerning the matter, or (iii) analysis of intellectual property as to freedom to operate, scope of coverage, infringement, validity, or enforceability. We also are not responsible for review of your insurance policies or other documents to determine the possibility of coverage or indemnity for any claim asserted in this matter or for notification of your insurance carriers about the matter. We encourage you to address those issues with other advisors or professionals.

After this matter has concluded, changes in your circumstances or the applicable laws could affect your future rights and obligations. Unless you engage us to do so, we have no obligation to inform you about future legal developments or your future rights and obligations.

Legal Notices to Clients in Certain Jurisdictions

For New York engagements, New York law requires us to provide you with notice of certain rights in connection with this engagement letter. If a dispute arises between us relating to our fees under this engagement letter, you may have the right to arbitration of the dispute pursuant to Part 137 of the Rules of the Chief Administrative Judge of the Courts of the State of New York. We will send you a copy of those rules upon request. Similarly, certain other jurisdictions may permit arbitration of fees disputes under some circumstances. Also, Texas law requires that we inform clients of the existence of a grievance process. The State Bar of Texas investigates and prosecutes professional misconduct committed by Texas attorneys. Although not every complaint against or dispute with a lawyer involves professional misconduct, the State Bar’s Office of Chief Disciplinary Counsel will provide you with information about how to file a complaint. Please call 1-800-932-1900 for more information. Also, the Supreme Court of Texas has promulgated The Texas Lawyer’s Creed - A Mandate for Professionalism, which states that an attorney should inform a client of the creed’s contents when undertaking a representation. We will send you a copy of the creed upon request. It is also available online at the Texas Bar website, <https://www.texasbar.com>.



April 2, 2023

Cooperation and No Guarantees

It is important that you cooperate fully with us and tell us all information and developments relating to this matter, and we may rely on that information without independently verifying it. We will try to achieve a result in this matter that is satisfactory to you, but we make no promises or guarantees concerning the outcome. For example, we cannot assure you that negotiations will be successful, a proposed transaction will be completed, or the outcome of this matter will be favorable to you. Outcomes in litigation and arbitration are especially hard to predict because of many factors that are beyond the control of clients or counsel. Any statements we make concerning possible outcomes of this matter, the legal significance of possible outcomes, or any other legal matters reflect our professional judgment at that time, but they are not guarantees. Those statements necessarily are limited by our knowledge of the facts and are based on the state of the law at the time they are made.

Billing Arrangements and Terms

You agree to support the Debtors' payment of our invoices in full, and we may request an advance, retainer, or other payment if the Debtors fall behind in their payment obligations or if the scope of the engagement changes subject to the approval of the Bankruptcy Court. The Debtors will also will be responsible for paying any taxes required by law (e.g., VAT) directly resulting from this matter. If the Debtors are required to deduct or withhold any taxes from payments due the Firm, or if the Firm or its lawyers are required to pay any taxes directly to any taxing authority, the Debtors will pay us the additional amounts necessary to compensate the Firm for the withholding or additional cost so that, after the withholding or payment of the taxes, the Firm receives the full amount due under its invoices.

In appropriate matters, as an accommodation, we may send our invoices to third-party payors (e.g., an insurer, indemnitor, litigation funder, or borrower). But, if for any reason a third-party payor does not timely pay our invoices, the Debtors will remain fully responsible for paying them. Likewise, even when a third party pays our fees, we owe our professional obligations to you, not to that third party.

Some clients ask us to invoice them using e-billing software or third-party e-billing services. We will do so if it can be done in a way that is technologically practical and consistent with our internal security and IT procedures. If the Debtors ask us to use such a vendor, we will assume that they have negotiated appropriate confidentiality protections and limits on the vendor's use of the information, and that those terms satisfy our confidentiality obligations to you and any cybersecurity guidelines you or the Debtors might send us.

For Matters Involving eDiscovery: As you know, litigation matters frequently involve the use of a third party database platform to handle eDiscovery requirements. Some of our clients have their own eDiscovery software tools, and others have made direct arrangements with eDiscovery vendors. If you've already made such arrangements, or if you wish to explore them for this matter, of course we will be happy to use them. If you rely on the Firm to supply an eDiscovery solution, we will use the Relativity platform. The Firm has a relationship with Relativity under which we pay a fee that fluctuates according to several variables, some of which



April 2, 2023

are retrospective. We do not use those same variables in calculating what we charge our clients for using Relativity; our charges to you are generally based on the size of the database, whether it's active or inactive, and the number of user licenses the client requires. We expect that the fees we charge our clients will defray the costs we incur to provide this platform. But because our costs and our revenues fluctuate separately, in some instances the fee you are charged may be more than what we pay Relativity for the service. We cannot tell in advance whether that will be the case for any specific matter in any particular time period. We believe our charges are competitive with, and typically favorable to, the market price for such services, but you are, of course, free to explore other options, and we will follow your instructions either way.

Representing Other Attorneys

We represent attorneys and law firms in professional liability, business, tax, and other matters. This means that we may represent in another matter an attorney or law firm who opposes your interests in this matter. This will not affect our ability to represent your interests in this matter competently and diligently, nor would we pull our punches for one client to benefit another.

Personal Investments by Firm Attorneys

The Firm does not separately track, for conflict of interest purposes, the personal investments made by our attorneys. Many own shares or other interests in companies, mutual funds, various investment vehicles, or real property. Also, some of the Firm's partners may invest together in private equity funds or other similar investment vehicles. In particular, the Firm has organized an investment partnership (the "Fund")—separate from the Firm—in which some partners participate. The Fund sometimes participates in investment opportunities presented by our clients or others. Given the nature of this Firm's practice, at any given time, the Fund (directly or indirectly) might have investments in energy, financial services, private equity, and technology companies or other opportunities. In general, we do not believe that these investments are material either to (i) the entities in which the attorneys or the Fund invest or (ii) the attorneys who have invested. However, if you are concerned about investments in a particular entity, please ask us to canvass our attorneys about any investments in that entity.

Law Firm Privilege and Possible Conflict of Interest

While representing you, circumstances may arise where we believe it is appropriate to consult with the Firm's General Counsel's Office (or with other Firm attorneys working with our General Counsel's Office) on this matter. We will do this at our own expense. To the extent that we are addressing our duties and obligations to you or others, a conflict of interest might arise between you and the Firm. You agree that such consultations are privileged and confidential communications between the Firm and its counsel and therefore are protected from disclosure to you. Each member of the Official Equity Committee also agrees to waive any claim of conflict of interest that exists or might arise out of those consultations.



April 2, 2023

Confidentiality and Disclosure of Attorney-Client Relationship

We will use your confidential information only in connection with representing you. We will not disclose your confidential information, use it to your disadvantage, or use it to the advantage of other clients. Likewise, we will not share with you or use for your benefit confidential information that we receive from other clients. Each member of the Official Equity Committee agrees, however, that we may disclose the existence of this attorney-client relationship and a general description of the nature of the engagement for the limited purpose of obtaining informed consent or a conflicts waiver from another client.

In Firm brochures and other materials or information about our practice, we may identify you as a Firm client, indicate the general nature of our representation of you, and provide examples of engagements handled on your behalf (including this matter). If you do not wish to have your name mentioned in those materials, please inform us in writing.

Cybersecurity, Secure Electronic Communications, and Privacy

We have ISO 27001 certification for our U.S. and U.K. information security management systems that handle Client Materials (defined below). As part of our information security program, we take steps to safeguard data that are entrusted to us, including personal data, as defined by the EU General Data Protection Regulation 679/2016 (“GDPR”) concerning individuals located in the European Union. Our information security program implements technical and organizational measures designed to protect personal data against unlawful, unauthorized, or accidental loss, disclosure, destruction, access, or use. Please do not send us any personal data regarding individuals that is protected by the GDPR, the Health Insurance Portability and Accountability Act (“HIPAA”), or other similar statutes unless you (i) have consent from the data subjects or some other lawful basis to provide their personal data to us, (ii) agree that we may maintain and use that data to represent you, and (iii) agree that we need to use that personal data to carry out our representation of you. If you share with us any personal data that is subject to the GDPR, you and the Firm will act as independent data controllers with our own responsibilities to comply with any applicable obligations of the GDPR or national implementing legislation. While representing you in this matter, if you or others provide us with “special categories of data” or other sensitive personal data, as defined by the GDPR, please inform us in writing so that we may consider whether to take any additional steps to safeguard the information.

Local Counsel, Outside Contractors, and Service Providers

If you need local or special counsel in this matter, you will be responsible for retaining them. We are not responsible for the quality of other counsel’s work even if we provide you with recommendations, instruct them directly, or coordinate with them.

We sometimes use outside contractors and service providers in some areas of our practice or operations. They include vendors, eDiscovery and data-hosting providers, temporary or contract attorneys and paralegals, consultants, advisors, experts, investigators, court reporters, translators, registered agents, local counsel, and other service providers. In performing their services, those people may have access to confidential information, and we will take appropriate



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steps to preserve the confidentiality of any such information. Each member of the Official Equity Committee consents to our allowing outside contractors and service providers access to such information as described.

Compulsory Process and Post-Engagement Tasks

After this matter ends, you might ask us, or we might be compelled, to undertake certain post-engagement tasks relating to this matter, such as responding and objecting to subpoenas, searching for and producing documents, preparing for testimony, performing transition work, and other similar activities. In those situations, we will promptly notify and consult with you unless we are legally prohibited from doing so, and you agree to compensate us for the fees and expenses we incur, including payment for the time spent by our attorneys and other timekeepers calculated at our then applicable hourly rates. If we receive a subpoena, we will inform you, if legally permitted to do so. Pending instruction from you, we will attempt to limit the subpoena on any reasonable ground and will object to the subpoena and assert all reasonable arguments against disclosure. If we are ordered by a court to produce documents or other information or are otherwise required to do so by law, you agree that we may produce the documents or other information and that we are not required to file an appeal from that judicial order. Nothing in this engagement letter obligates our attorneys or personnel to submit to interviews or to provide testimony. Performing post-engagement tasks will not constitute providing legal services to you, and it will not create or revive an attorney-client relationship between us.

Document Retention and Destruction

While representing you, we likely will receive or create documents and materials such as correspondence, memoranda, pleadings, exhibits, transcripts, physical evidence, various agreements, transaction documents, and other documents and materials directly and substantively related to the representation (collectively, “Client Materials”). We will keep the Client Materials in files we will create for this matter. You agree that we may maintain some or all of those Client Materials solely in electronic form and that the metadata associated with those electronic documents are not Client Materials.

We also may create and maintain our own materials related to this matter which will belong to us (“Firm Materials”). Firm Materials are prepared for our internal use and include, for example, Firm administrative records, conflicts and new business intake materials and reports, time and billing reports, personnel and staffing materials, credit, expense, and accounting records, administrative and routine internal documents, notes, emails, and drafts not distributed outside the Firm, form files or templates (even if referred to in the course of this matter), and other materials and internal communications not directly and substantially part of the representation.

After the end of this matter, upon your request and assuming our fees and charges have been paid, we will send you the Client Materials at your expense. We reserve the right to retain a copy of the Client Materials. If you ask us to send you paper copies of documents that we maintain solely in electronic form, scan paper documents into an electronic format, or convert electronic documents from one electronic format into another, you agree to pay the associated costs.



April 2, 2023

If you do not request the Client Materials when this matter ends, we will keep them for a reasonable period of time (currently seven years for most documents) after the end of the matter. In so doing, we will follow our own records retention policy, not yours. Retaining those or other materials does not constitute the performance of legal services for you and does not create or revive an attorney-client relationship between us. After the applicable retention period, we may destroy the Client Materials without any additional notice to you.

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re:</p> <p>CORE SCIENTIFIC, INC., <i>et al.</i>,</p> <p style="text-align: center;">Debtors.¹</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 22-90341 (DRJ)</p> <p>(Jointly Administered)</p> <p>Re: Dkt. No. ____</p>
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**ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF VINSON & ELKINS LLP AS COUNSEL
FOR THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS**

Upon the application (the “*Application*”)² of the Official Equity Committee for the entry of an order (the “*Order*”) authorizing the Official Equity Committee to retain and employ V&E as its counsel effective as of March 30, 2023; and the Court having reviewed the Application, the Meyer Declaration, and the Wall Declaration; and the Court having jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application, the Meyer Declaration, and the Wall Declaration that V&E’s employment is in the best interests of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Application.

the Debtors' estates and that V&E (a) does not represent, and does not hold, any interest adverse to the Official Equity Committee and (b) is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and has no connection to the Official Equity Committee or other parties in interest except as set forth in the Meyer Declaration; and the Court having found that proper and adequate notice of the Application and hearing thereon has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Application after having given due deliberation upon the Application and all of the proceedings before the Court in connection with the Application, it is HEREBY ORDERED THAT:

1. Pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, Bankruptcy Local Rules 2014-1 and 2016-1, and paragraph 37 of the Complex Case Procedures, the Official Equity Committee is authorized to retain and employ V&E as its counsel effective as of March 30, 2023, in accordance with (a) the terms and conditions set forth in the Engagement Letter attached to the Application as **Schedule 1** to **Exhibit B-1** and (b) this Order.

2. V&E shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable law. For billing purposes, V&E shall keep its time in one tenth (1/10) hour increments in accordance with the Guidelines. V&E shall also make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines, both in connection with the Application and any interim and final fee applications to be filed by V&E in these chapter 11 cases. All billing records filed in support of fee applications will use an open and searchable LEDES or other electronic data format.

3. V&E will review its files periodically during the pendency of the chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, V&E will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

4. V&E shall provide ten business days' notice to the Debtors, the U.S. Trustee, and the Official Equity Committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. V&E shall use its best efforts to avoid any duplication of services provided by any of the Official Equity Committee's other retained professionals in these chapter 11 cases.

6. The Official Equity Committee and V&E are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules and Complex Case Procedures are satisfied by the contents of the Application.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2023
Houston, Texas

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B-1

Meyer Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: CORE SCIENTIFIC, INC., et al., Debtors.¹	§ § § § § § § § §	Chapter 11 Case No. 22-90341 (DRJ) (Jointly Administered)
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**DECLARATION OF DAVID S. MEYER IN SUPPORT OF
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF VINSON & ELKINS LLP AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS**

I, David S. Meyer, hereby declare under penalty of perjury that the following is true and correct:

1. I am a partner of the law firm of Vinson & Elkins LLP (“**V&E**”).² I am one of the lead attorneys from V&E working on these chapter 11 cases. I am a member in good standing of the State Bar of New York and the State Bar of Connecticut. There are no disciplinary proceedings pending against me.

2. I submit this declaration (the “**Declaration**”) in support of the *Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Counsel for the Official Committee of Equity Security Holders Effective As of March 30, 2023*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² Capitalized terms used but not otherwise defined herein have the meanings set forth in the Application.

(the “*Application*”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

V&E’S QUALIFICATIONS

3. The Official Equity Committee seeks to retain V&E because, among other reasons, (a) V&E has extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code, (b) V&E is widely recognized as one of the world’s leading legal advisors, (c) V&E has extensive experience and knowledge in handling corporate, capital markets, debt restructuring, and other transactions for companies in a variety of industries, and (d) V&E has significant experience acting as legal counsel to debtors, creditors, and equity security holders in complex chapter 11 cases before the Court.

SERVICES TO BE PROVIDED

4. The Official Equity Committee anticipates that V&E will, among other things, render the following legal services:

- a. provide legal advice with respect to the Official Equity Committee’s powers and duties as an official committee of the Debtors’ estates in these chapter 11 cases;
- b. prepare on behalf of the Official Equity Committee all necessary motions, answers, orders, reports, and other legal papers in connection with these chapter 11 cases;
- c. take all necessary actions to represent the Official Equity Committee in its communications and negotiations with the Debtors, the U.S. Trustee, the UCC, and other stakeholders (including equity securityholders);
- d. represent the Official Equity Committee to discharge its duties in accordance with the OEC Appointment Order, the record at the hearing thereon, and/or as otherwise expanded by the approval of the Court;
- e. consult with the Debtors, the U.S. Trustee, the UCC, and all other creditors and parties in interest concerning the administration of these chapter 11 cases; and
- f. provide representation and all other legal services required by the Official Equity Committee in discharging its duties as an official committee or otherwise in connection with these chapter 11 cases.

PROFESSIONAL COMPENSATION

5. V&E intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Complex Case Procedures, and any other applicable procedures and orders of the Court, including, among others, the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541] and the OEC Appointment Order. V&E shall also make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* in connection with interim and final fee applications to be filed by V&E in these chapter 11 cases.

6. The hourly rates and corresponding rate structure V&E will use in these chapter 11 cases are the same as or similar to the hourly rates and corresponding rate structure that V&E currently uses in other restructuring matters and in many complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. These hourly rates and the corresponding rate structure reflect that such restructuring and other complex matters typically are, *inter alia*, national in scope and involve great complexity, high stakes, and significant time pressures.

7. V&E operates in a national marketplace for legal services in which rates are driven by multiple factors relating to, among other things, the tenure, experience, and specialization of the individual lawyer, V&E's performance and reputation, and the nature of the work involved.

8. V&E's current hourly rates for matters related to these chapter 11 cases range from \$730 to \$1,920 per hour for attorneys and approximately \$420 per hour for paraprofessionals and other time keepers. V&E's hourly rates are set at a level designed to compensate V&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions. These hourly rates are consistent with the rates that V&E currently charges for other similar representations and with the hourly rates that comparable counsel would charge to do work substantially similar to the work V&E will perform in these chapter 11 cases.

9. V&E's hourly rates for services rendered on behalf of the Official Equity Committee are as follows:

Timekeeper	U.S. Range
Partners	\$1,590 - \$1,920
Counsel/Of Counsel	\$1,425
Associates	\$730 - \$1,150
Paraprofessionals	\$420

10. It is V&E's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that client. It is also V&E's policy to charge its clients only the amount actually incurred by V&E in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, computer-assisted legal research, photocopying, airfare, and lodging.

11. V&E is aware of the need to preserve the value of the Debtors' estates for the benefit of all stakeholders. V&E will work efficiently and remain mindful of its chief objective: to help assist the Official Equity Committee discharge its duties by progressing "(a) valuation and

(b) negotiations, in each case related to determining the terms of confirmation of a chapter 11 reorganization plan” in these chapter 11 cases.³

ATTORNEY STATEMENT PURSUANT TO THE GUIDELINES

12. The following is provided in response to the request for additional information set forth in Paragraph D.1 of the Guidelines:

- a. **Question:** Did V&E agree to any variations from, or alternatives to, V&E’s standard billing arrangements for this engagement?

Answer: No.

- b. **Question:** Do any of the V&E professionals in this engagement vary their rate based on the geographic location of these chapter 11 cases?

Answer: No.

- c. **Question:** If V&E has represented the Official Equity Committee in the 12 months prepetition, disclose V&E’s billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If V&E’s billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: V&E has not represented the Official Equity Committee in the 12 months prepetition.

- d. **Question:** Has the Official Equity Committee approved V&E’s budget and staffing plan, and, if so, for what budget period?

Answer: Yes, the Official Equity Committee has approved V&E’s prospective budget and staffing plan for the period from March 30, 2022 through June 7, 2022.

SEARCH METHODS FOR POTENTIAL CONFLICTS

13. V&E used its standard procedures (the “*Firm Procedures*”) to review its relationships to parties that may have connections to the Official Equity Committee, the Debtors, or other parties in interest. V&E searched its conflicts databases, which are designed to reveal conflicts of interest and other connections to existing and former clients and to non-client third

³ See OEC Appointment Order ¶ 8.

parties. V&E's conflicts databases contain, *inter alia*, the names of any person or entity for which V&E has provided services or has otherwise billed for services for approximately the past 30 years and the names of adverse parties. The search results were printed and reviewed for conflicts by a V&E attorney. To the extent any possible conflicts were identified, I or an attorney working under my supervision contacted (as necessary) attorneys at V&E who were listed on the report as having previous or current connections to persons or entities that may be either related to the Official Equity Committee or connected to these chapter 11 cases in any way. To the extent needed, I obtained information and guidance with regard to the particular connections reflected from these attorneys.

14. V&E searched the parties listed on **Schedule 2** hereto.⁴ The following is a list of the applicable categories that V&E has searched:

<u>Schedule</u> ⁵	<u>Category</u>
2(a)	Affiliates of Current Officers and Directors
2(b)	Ad Hoc Group of Equity Security Holders Members and Professionals
2(c)	Bankruptcy Judges and Staff for the Southern District of Texas
2(d)	Bank Accounts
2(e)	Bondholders, Noteholders, and Indenture Trustees
2(f)	Benefit Providers
2(g)	Clerk of the Court for the Southern District of Texas
2(h)	Current and Former Officers and Directors
2(i)	Debtors, Former Names, and Trade Names
2(j)	Debtors' Professionals

⁴ V&E's inclusion of parties herein and on **Schedule 2** is solely to illustrate V&E's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors or interest in the Debtors of the nature described herein and on **Schedule 2**.

⁵ V&E's inclusion of parties on this **Schedule 2** is solely to illustrate V&E's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors or interest in the Debtors of the nature described herein.

<u>V&E'S</u>	<u>Schedule</u>⁵	<u>Category</u>
	2(k)	Insurance Providers and Brokers
	2(l)	Landlords and Parties to Leases
	2(m)	Lenders
	2(n)	Litigation Counterparties and Litigation Pending Lawsuits (Includes Threatened Litigation)
	2(o)	Non-Debtor Affiliates and Subsidiaries
	2(p)	Non-Debtor Professionals
	2(q)	Official Committee of Unsecured Creditors Members and Professionals
	2(r)	Ordinary Course Professionals
	2(s)	Other Parties in Interest (Notice of Appearance Parties and Any Other Person/Group Appointed)
	2(t)	Regulatory and Governmental Agencies
	2(u)	Secured Creditors
	2(v)	Significant Competitors
	2(w)	Significant Customers and Contract Counterparties
	2(x)	Significant Known Equity Security Holders >5%
	2(y)	Significant Vendors and Suppliers
	2(z)	Taxing Authorities
	2(aa)	Top 30 Unsecured Creditors
	2(bb)	Top 100 Largest Unsecured Claims (Excluding Insiders)
	2(cc)	UCC Search Results and UCC Lien Search Results
	2(dd)	U.S. Attorney's Office for the Southern District of Texas
	2(ee)	United States Trustee and Staff for the Southern District of Texas – Region 7
	2(ff)	Utility Providers and Utility Brokers

DISINTERESTEDNESS

15. V&E previously has represented, currently represents, and might in the future represent entities that are stakeholders or parties in interest in these chapter 11 cases; however, V&E's representation of those entities is in matters that are unrelated to the Official Equity Committee or these chapter 11 cases. V&E has approximately 700 attorneys and a large and diversified legal practice that encompasses the representation of many financial institutions and

commercial organizations. Some of these institutions and organizations are or might consider themselves to be creditors, stakeholders, equity security holders, or parties in interest in these chapter 11 cases. The results listed on **Schedule 3** hereto are the product of implementing the Firm Procedures described above and are based on the relationship of the indicated persons, entities, or their affiliates with the Official Equity Committee and V&E.

16. V&E currently represents, and in the past has represented, Apollo Capital Management, L.P. and its affiliates (“**Apollo**”) and BlackRock Financial Management, Inc. and certain of its affiliates (“**BlackRock**”) in a variety of matters unrelated to the Official Equity Committee, the Debtors, or these chapter 11 cases. So far as V&E can determine, the factual and legal issues in this matter are unrelated to the work V&E does or is likely to do for Apollo and/or BlackRock. V&E will not represent Apollo and/or BlackRock in connection with any matters related to the Debtors’ restructuring or these chapter 11 cases. I do not believe V&E’s current or past representation of Apollo or BlackRock in unrelated situations presents a conflict but have disclosed the connection out of an abundance of caution.

17. In addition to Apollo and BlackRock, V&E previously represented Barclays Capital Inc. (together with its affiliates, “**Barclays**”) as the underwriter in the initial public offering of Power & Digital Infrastructure Acquisition Corp (“**Power & Digital**”). Power & Digital merged with Core Scientific, Inc. to take Core Scientific, Inc. public in a de-SPAC transaction in November of 2022. Core Scientific, Inc. is now the lead Debtor in these chapter 11 cases. However, so far as V&E can determine, the factual and legal issues in this matter are unrelated to the work V&E does or is likely to do for the Official Equity Committee. V&E’s representation of Barclays has been completed and V&E will not represent Barclays in connection with any matters related to the Debtors’ restructuring or these chapter 11 cases. I do not believe

V&E's past representation of Barclays presents a conflict but have disclosed the connection out of an abundance of caution.

18. Except as set forth in this Declaration, V&E has not, does not, and will not represent any of the entities or individuals listed on **Schedule 3**, or any of their respective subsidiaries or affiliates, in matters related to these chapter 11 cases.⁶

19. In addition to appearing as counsel in cases in the Southern District of Texas, some V&E attorneys (and members of their immediate families) are active, and some hold leadership positions, in state and local bar activities, participate in continuing legal education activities, have affiliations through law school or other organizations, and might have other social interactions in the community that might involve some incidental contact with judges and other personnel of the United States Bankruptcy Court for the Southern District of Texas, the District Court for the Southern District of Texas, the U.S. Trustee for Region 7, or any attorney for or employee of the Office of the U.S. Trustee for Region 7.

20. Based on the conflicts search conducted to date and described in this Declaration, to the best of my knowledge, neither I, V&E, nor any V&E attorney, insofar as I have been able to ascertain, has any connection with the Official Equity Committee, any other parties in interest, their respective attorneys and accountants, the Office of the U.S. Trustee, any person employed in the Office of the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as disclosed or otherwise described in this Declaration.

⁶ The information listed on **Schedule 2** and **Schedule 3** is subject to change and may change during the pendency of these chapter 11 cases. Accordingly, V&E will update this Declaration as necessary if V&E becomes aware of additional material information.

21. The foregoing facts are disclosed out of an abundance of caution as prescribed by Bankruptcy Rule 2014(a). To the best of my knowledge, and based on the foregoing: (a) V&E is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code and does not hold or represent an interest adverse to the Debtors’ estates and (b) V&E has no connection, (as that term is defined in Bankruptcy Rule 2014), to the Official Equity Committee or other parties in interest, except as may be disclosed in this Declaration.

22. V&E will use reasonable efforts to see that no conflicts or other disqualifying circumstances exist or arise during the pendency of these chapter 11 cases. If any new material facts or relationships are discovered or arise, V&E will use reasonable efforts to identify them and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Dated: April 28, 2023
New York, New York

/s/ David S. Meyer
David S. Meyer
Partner, Vinson & Elkins LLP

Schedule 2**Conflicts Parties Searched**

<u>Schedule</u> ¹	<u>Category</u>
2(a)	Affiliates of Current Officers and Directors
2(b)	Ad Hoc Group of Equity Security Holders Members and Professionals
2(c)	Bankruptcy Judges and Staff for the Southern District of Texas
2(d)	Bank Accounts
2(e)	Bondholders, Noteholders, and Indenture Trustees
2(f)	Benefit Providers
2(g)	Clerk of the Court for the Southern District of Texas
2(h)	Current and Former Officers and Directors
2(i)	Debtors, Former Names, and Trade Names
2(j)	Debtors' Professionals
2(k)	Insurance Providers and Brokers
2(l)	Landlords and Parties to Leases
2(m)	Lenders
2(n)	Litigation Counterparties and Litigation Pending Lawsuits (Includes Threatened Litigation)
2(o)	Non-Debtor Affiliates and Subsidiaries
2(p)	Non-Debtor Professionals
2(q)	Official Committee of Unsecured Creditors Members and Professionals
2(r)	Ordinary Course Professionals
2(s)	Other Parties in Interest (Notice of Appearance Parties and Any Other Person/Group Appointed)
2(t)	Regulatory and Governmental Agencies
2(u)	Secured Creditors
2(v)	Significant Competitors
2(w)	Significant Customers and Contract Counterparties
2(x)	Significant Known Equity Security Holders >5%
2(y)	Significant Vendors and Suppliers
2(z)	Taxing Authorities

¹ V&E's inclusion of parties on this **Schedule 2** is solely to illustrate V&E's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors or interest in the Debtors of the nature described herein.

<u>Schedule</u> ¹	<u>Category</u>
2(z)	Taxing Authorities
2(aa)	Top 30 Unsecured Creditors
2(bb)	Top 100 Largest Unsecured Claims (Excluding Insiders)
2(cc)	UCC Search Results and UCC Lien Search Results
2(dd)	U.S. Attorney's Office for the Southern District of Texas
2(ee)	United States Trustee and Staff for the Southern District of Texas – Region 7
2(ff)	Utility Providers and Utility Brokers

Schedule 2(a)

Affiliates of Current Officers and Directors

Baylor Health Care System Foundation
California Institute of Technology (Caltech)
Diamond Offshore Drilling, Inc.
Kayne Anderson BDC, LLC
Kayne Anderson Capital Advisors, L.P.
Kayne Anderson Energy Infrastructure Fund Inc. (KYN)
Kayne Anderson NextGen Energy & Infrastructure Inc. (KMF)
Laredo Petroleum, Inc.
Mackay Shields, LLC
Mallinckrodt Pharmaceuticals
Memorial Hermann Hospital System
Och Ziff Capital Management, LP
Pledgeling Technologies
Prostate Cancer Foundation
Scientific Games Corporation
Southwestern Medical Foundation
Talos Energy, Inc.
Teacher Retirement System of Texas
The Council on Foreign Relations
The Music Acquisition Corp
TPG Pace Beneficial Finance Corporation I and II
Weatherford International

Schedule 2(b)

Ad Hoc Group of Equity Security Holders Members and Professionals

Allane Ray O'Neil
Alpha Bravo Holding Company Inc.
Bitrockett LLC
Brent Berge
Brett Talla
David Askew
David M. Talla
Douglas Abrams
Douglas Wall
Eddie Griffin
George Wilson
Grady Roberts
Jacob Novak
Jared Talla
Jay Deutsch
Joe Judson
John T. Rifenbark
Justin B. Kalb Trust
Kevin Turner
Lukasz Gottwald
Mark Beaven
Mark Spino
Matt Stringfellow
Randall Hale
Skadden, Arps, Slate, Meagher & Flom LLP
Stefan Amling
The Rudolph Family Trust
Todd Deutsch
Two Seas Capital LP
Two Trees Capital BVI Ltd.
W5 Family Trust
Wesley Hoaglund
Weston Adams
WS-Oaxaca LLC

Schedule 2(c)

Bankruptcy Judges and Staff for the Southern District of Texas

Albert Alonzo

Ana Castro

Jeannie Chavez

Judge Christopher M. Lopez

Judge David R. Jones

Judge Eduardo V. Rodriguez

Judge Jeffrey P. Norman

Judge Marvin Isgur

LinhThu Do

Mario Rios

Rosario Saldana

Tracey Conrad

Tyler Laws

Vriana Portillo

Zilde Martinez

Schedule 2(d)

Bank Accounts

Bank of America

Bremer Bank

City National Bank

Schedule 2(e)

Bondholders, Noteholders, and Indenture Trustees

U.S. Bank National Association

Schedule 2(f)

Benefit Providers

Aetna

Aflac

Allstate Benefits

American Security and Protection Services LLC

Blue Cross Blue Shield CA

Blue Cross Blue Shield NC

BNY Mellon Bank

Chubb Personal Excess Liability Insurance

Citibank (Administered by PayFlex)

Delta Dental

Expensify Payments LLC

Farmers Group Select Home & Auto Insurance

Florida Blue

Globalization Partners Professional Services

Group Health Aetna

Guardian

Kaiser Permanente

MetLife

Optum Bank

Securitas Security Services USA, Inc.

TriNet – COBRA

TriNet HR III, LLC

Tufts

UnitedHealthcare (“UHC”)

Vision Service Plan (“VSP”)

Schedule 2(g)

Clerk of the Court for Southern District of Texas

Darlene Hansen

Nathan Ochsner

Schedule 2(h)

Current and Former Officers and Directors

Aber Whitcomb	Peter J. Novak
Alan Curtis	Peter Sladic
Brandon Curtis	Russell Cann
Brett Harrison	Sharon Orlopp
Brian Neville	Stacie Olivares
Bryce Johnson	Steve Gitlin
Caleb Tebbe	Todd DuChene
Carol Haines	Weston Adams
Christel Sice	
Christy Barwick	
Clark Swanson	
Colin Crowell	
Dan Christen	
Darin Feinstein	
Denise Sterling	
Devon Eldridge	
George Kollitides	
Harlin Dean	
Jarvis Hollingsworth	
Jeff Pratt	
Jeff Taylor	
Katharine (“Katy”) Hall	
Kevin Turner	
Kneeland Youngblood	
Krista Rhynard	
Kyle Buckett	
Larry Rudolph	
Lynn Burgener	
Matthew Bishop	
Matthew Brown (“Matt”)	
Matthew Minnis (“Matt”)	
Michael Bros	
Michael Levitt (“Mike”)	
Michael Truzpek	
Neal P. Goldman	
Peter Dorrius	

Schedule 2(i)

Debtors, Former Names, and Trade Names

155 Palmer Lane, LLC
American Property Acquisition, LLC
American Property Acquisitions I, LLC
American Property Acquisitions VII, LLC
Blockcap, Inc.
Core Scientific Acquired Mining LLC
Core Scientific Holdings Co.
Core Scientific Mining LLC
Core Scientific Operating Company
Core Scientific Specialty Mining (Oklahoma) LLC
Core Scientific, Inc.
Core Scientific, Inc.
GPU One Holdings, LLC
Mineco Holdings, Inc.
Power & Digital Infrastructure Acquisition Corp.
RADAR LLC
Radar Relay, Inc.
Radar Relay, LLC
Starboard Capital LLC
XPDI

Schedule 2(i)

Debtors' Professionals

AlixPartners LLP

Deloitte Financial Advisory Services LLP

Deloitte Tax LLP

Marcum LLP

PJT Partners LP

Scheef & Stone, L.L.P.

Stretto, Inc.

Weil, Gotshal & Manges LLP

Schedule 2(k)

Insurance Providers and Brokers

AmTrust	Globalization Partners
AON	QBE Insurance Corporation
Arch Specialty Ins. Co (via AmWins)	Starr Indemnity & Liability Co
Ascot Syndicate No. 1414 (Ethos via AmWins)	Swiss Re Corporate Solutions Capacity Ins. Corp (via Amwins)
Aspen Specialty Ins. Co (via AmWins)	The Princeton Excess & Surplus Lines Ins. Co (Munich Re via Amwins)
AXIS Surplus Ins. Co (via Amwins)	U.S. Customs and Border Protection
Beazley (Lloyd's Syndicate 2623)	Vantage Risk Specialty Insurance Company (RT Specialty)
Beazley (Lloyd's Syndicate No. 2623 (Beazley UK)	Wright National Flood Ins. Co (NFIP)
Beazley Insurance Company	XL Specialty Ins. Co.
Berkley National Insurance Company	
Berkley Prof Liability	
Berkshire Hathaway Specialty Ins. Company	
CAC Specialty	
Columbia Casualty Company (CNA)	
Endurance American Specialty Insurance Company (Sompo)	
Federal Insurance Company (Chubb)	
General Casualty Co of WI (QBE)	
Harco National Insurance Company (360)	
Hiscox Insurance Company	
Kinsale Insurance Company (via Amwins)	
Landmark American Insurance Company (RSUI via Amwins)	
Lexington Insurance Company (AIG) via RT Specialty	
Lexington Insurance Company (via Amwins)	
Lloyd's Syndicate No. 2623 (Beazley UK)	
National Union Fire Ins. Co of Pittsburgh (AIG)	
Navigators Insurance Co (Hartford)	
Obsidian Specialty Insurance Company (Orion via RT Specialty)	
Pennsylvania Insurance Company (Applied via RT Specialty)	
Policies Held by PEOs TriNet and	

Schedule 2(l)

Landlords and Parties to Leases

Cheryl Ogle & the Crystal Ogle Management Trust
City of Denton
Dalton-Whitfield Joint Development Authority
Elmington Property Management LLC
Elmington Property Mgmt. LLC – Monarch Apartments
Hannig Row Partnership
Hudson GRC LLC
Hurd Real Estate Associates
Jobe Ranch Family Limited Partnership
Jobe Ranch Family Limited Partnership, Lessor (11/15/2021)
Liberty Point Apartments
Minnkota Power Cooperative Inc.
Minnkota Power Cooperative, Lessor (Commercial Lease, Ground Lease)
Mobley Holdings LLC – Liberty Point Apartments
Monarch Apartment Homes
Ncredible Properties
Nodak Electric Cooperative
Nodak Electric Cooperative Inc.
Peerless Events & Tents LLC
SRPF A QR Riversouth LLC
The District
The Preserve at Spring Creek
Tien Yun Investments, LLC (dba TY Properties)
Worksmith, Inc.

Schedule 2(m)**Lenders**

1994 Steinfeld Family Trust	Douglas Lipton
36th Street Capital	Ferro Investments Ltd.
ACM ELF ST, LLC (Atalaya)	FGK Investments Ltd.
Amplify Transformational Data Sharing ETF	Fidelity Capital Corp.
Anchorage Lending CA, LLC	First Sun Investments, LLC
Andrew Rosen 2004 Successor Insurance Trust	Frank Pollaro
Apollo Centre Street Partnership, L.P.	FTF Diversified Holdings, LP
Apollo Lincoln Fixed Income Fund, L.P.	Galaxy Digital LP
Apollo Moultrie Credit Fund, L.P.	Garic Limited
Apollo Tactical Value SPN Investments, L.P.	Genesis Global Capital, LLC
Arctos Credit, LLC	Genesis Global Capital, LLC #1
B. Riley Bridge Loan	Greensledge Merchant Holdings, LLC
B. Riley Commercial Capital, LLC	Gullane Capital Partners, LLC
Bank of the West	Gullane Digital Asset Partners OP, LLC
Barings BDC, Inc.	Gullane Digital Asset Partners, LLC
Barings Capital Investment Corporation	HC NCBF Fund
Barings Private Credit Corp.	Holliwood, LLC
Barkley Investments, LLC	Ibex Partners (Core) LP
Better Downtown Miami LLC	ICG CoreSci Holdings, LP
Birch Grove Strategies Master Fund LP	Indigo Direct Lending, LLC
BlackRock Credit Alpha Master Fund L.P.	Jack Novak
BlockFi, Inc.	James Pulaski
BlockFi A	Jason Capello
BlockFi B	John Badger Quinn
BlockFi Lending LLC	John P. Joliet
Bremer Bank, National Association	JPAS – Credit LLC (“JPAS” is Jordan Park Access Solutions)
BRF Finance Co., LLC	JPAS – Crypto Infrastructure-A S.P.
Brown Corporation	JSK Partnership LLC
Cannon Investments LLC	Kensico Associates, L.P.
Celsius Core LLC	Kensico Offshore Fund Master, Ltd
Corbin Opportunity Fund, L.P.	KMR CS Holdings, LLC
Cryptonic Black, LLC	Leon J. Simkins Non-Exempt Trust FBO
David Sarner	Michael Simkins
De Lage Landen Financial Services, Inc.	Levbern Management LLC
Dell Financial Services L.L.C.	Liberty Commercial Finance, LLC

Liberty Commercial Finance, LLC (n/k/a/
Wingspire Equipment Finance LLC
Liberty Stonebriar
Marsico AXS CS LLC
MassMutual Asset Finance
Mass Mutual Barings
Massachusetts Mutual Life Insurance
Company
Milos Core LLC
Monbanc Inc.
Neso Investment Group Ltd
North Mill Equipment Finance
North Star Leasing
Northdata Holdings Inc.
NYDIG
OIP SPV Core Scientific, LLC
Omega Interceptor Restricted Ltd
Pescadero Capital, LLC
Prime Alliance Bank
Richard Katz 2016 GST Trust
Robert Fedrock
Sabby Volatility Warrant Master Fund, Ltd.
SRPF A QR Riversouth LLC
Stonebriar Commercial Finance LLC
Stonebriar Finance Holdings LLC
SunnySide Consulting and Holdings, Inc.
TBC 222 LLC
Tech Finance Corporation
The Kimmel Family Foundation
The Michael O. Johnson Revocable Trust
The Obsidian Master Fund
The Sear Family 1996 Trust
The William R. Guthy Separate Property Trust
TJC3 LLC
Toyota Commercial Finance
Transatlantic Mobility Holdings II LLC
Trinity Capital Inc.
U.S. Bank National Association
VFS LLC

Vineet Agrawal
Wilmington Savings Fund Society, FSB
Wingspire Equipment Finance LLC
Wolfswood Holdings LLC
Wormser Family Partnership II, LP
Wormser Family Partnership 11, LP
XMS Core Convert Holdings LLC

Schedule 2(n)

**Litigation Counterparties and
Litigation Pending Lawsuits (Includes Threatened Litigation)**

Benjamin Thomison & Alpha Asic

Harlin Dean

Jonathan Barrett, et al.

LV net, Mizrahi et al.

McCarthy Buildings Companies, Inc.

Mei Pang

Sphere 3d

Stayfirst Branding Agency

Schedule 2(o)

Non-Debtor Affiliates and Subsidiaries

Core Scientific Partners GP, LLC (SMLLC)

Core Scientific Partners, LP

CSP Advisors, LLC (SMLLC)

CSP Liquid Opportunities Fund, LP

CSP Liquid Opportunities GP, LP

CSP Liquid Opportunities Master Fund, LP

CSP Liquid Opportunities Offshore Fund (Exempted Ltd)

Team LLC

XPDI Sponsor LLC

Schedule 2(p)

Non-Debtor Professionals

Arnold & Porter Kaye Scholer LLP (Counsel for Prepetition Secured Lenders)

Choate, Hall & Stewart LLP (Counsel for B. Riley Commercial Capital, LLC)

Duane Morris LLP

Ducera Partners (Investment Banker for the Official Committee of Unsecured Creditors)

Gray Reed (Conflicts and Efficiency Counsel for the Official Committee of Unsecured Creditors)

Moelis & Company LLC (Investment Banker & Financial Advisor to the Ad Hoc Group of Secured Convertible Noteholders)

Paul Hastings LLP (Counsel for Ad Hoc Group of Secured Convertible Noteholders)

Sidley Austin LLP (Counsel of NYDIG ABL LLC)

Skadden, Arps, Slate, Meagher & Flom LLP (Counsel for Ad Hoc Group of Equity Security Holders)

Troutman Pepper Hamilton Sanders LLP (Counsel for Dalton Utilities)

Willkie Farr & Gallagher LLP (Counsel for the Official Committee of Unsecured Creditors)

Schedule 2(q)

Official Committee of Unsecured Creditors Members and Professionals

Dalton Utilities

Ducera Partners LLC (Investment Banker)

Gray Reed

MP2 Energy LLC d/b/a Shell Energy Solutions

Sphere 3D Corp.

Tenaska Power Services Co.

Willkie Farr & Gallagher LLP

Schedule 2(r)

Ordinary Course Professionals

Akin Gump Strauss Hauer & Feld LLP	NAVEX Global, Inc.
Alston & Bird LLP	Netgain Solutions, Inc.
Andersen Tax LLC	Oracle America, Inc.
Bitmain Technology Inc.	PricewaterhouseCoopers LLP
Blue Ridge Law & Policy, P.C.	Prickett Jones and Elliott PA
Campbells Regulatory Services Limited	Quinn Emanuel Urquhart & Sullivan, LLP
Carey Olson Services Cayman Limited	Registered Agent Solutions, Inc.
Cooley LLP	Resources Global Professionals
CrossCountry Consulting LLC	Richards Layton and Finger PA
CSS Partners, LLC	Riverbend Consulting LLC
Cypress Advocacy, LLC dba Mindset	Rowlett Hill Collins LLP
Deloitte & Touche LLP	Ryan & Associates
Deloitte Transactions and Business Analytics LLP	Ryan LLC
Ernst & Young LLP	Sidley Austin LLP
Ernst & Young Product Sales LLC	Sitrick and Company
Ernst and Young US LLP	Snell & Wilmer
Evercore Group LLC	Sternhell Group
Faegre Drinker Biddle and Reath LLP	Williams & Connolly LLP
Fishman Stewart PLLC	Workday, Inc.
Frost, Brown Todd LLC	Workiva Inc.
Gartner Inc.	Zuckerman Gore Brandeis & Crossman, LLP
Gasthalter and Co LP	
Greenberg Traurig, LLP	
Holland and Hart LLP	
Horne, LLP	
Ironclad, Inc.	
Jackson Walker LLP	
Kirkland and Ellis LLP	
KPMG LLP	
McDermott Will & Emery LLP	
Mintz Group LLC	
Morgan, Lewis & Bockius LLP	
Moss Adams LLP	
Murphy & Grantland, P.A.	
NASDAQ Corporate Solutions, LLC	

Schedule 2(s)

Other Parties in Interest

(Notice of Appearance Parties and Any Other Person/Group Appointed)

36th Street Capital Partners, LLC	Indigo Direct Lending, LLC
ABLe Communications, Inc.	Latham & Watkins LLP (Counsel for Trinity Capital)
AmTrust North America, Inc. on behalf of Associated Industries Insurance Company, Inc.	Maddox Industrial Transformer, LLC
B. Riley Commercial Capital, LLC	Marnoy Interests, Ltd. d/b/a Office Pavilion, or Office Pavilion
Barings BDC, Inc. (as prepetition secured lenders)	MassMutual Asset Finance LLC
Barings Capital Investment Corporation (as prepetition secured lenders)	McCarthy Building Companies, Inc.
Barings Private Credit Corp. (as prepetition secured lenders)	Meridian Equipment Finance, LLC
BEAM Concrete Construction, Inc.	Mitch Edwards
BlockFi, Inc.	MP2 Energy Texas, LLC d/b/a Shell Energy Solutions
CEC Energy Services LLC	North Mill Equipment Finance LLC
Charles Basil	NYDIG ABL LLC (f/k/a Arctos Credit, LLC) ("NYDIG")
Choate, Hall & Stewart LLP (Counsel for B. Riley Commercial Capital, LLC)	Oracle America, Inc.
City of Denton	Paul Hastings LLP (Counsel for the Ad Hoc Group of Secured Convertible Noteholders)
Dallas County	Prime Alliance Bank, Inc.
Dalton Utilities	Priority Power Management, LLC
Foundry Digital LLC	Scheef & Stone, L.L.P. (Counsel for the Board of Directors of Core Scientific, Inc.)
Gaylor Electric, Inc. d/b/a Gaylor, Inc.	Shipman & Goodwin LLP (Counsel for U.S. Bank National Association, as Prepetition Note Agent and Collateral Agent)
GEM Mining 1, LLC	Sidley Austin LLP (Counsel for NYDIG ABL LLC (f/k/a Arctos Credit, LLC))
GEM Mining 2, LLC	Skadden, Arps, Slate, Meagher & Flom LLP (Counsel for the Ad Hoc Equity Group)
GEM Mining 2B, LLC	Sphere 3D Corp.
GEM Mining 3, LLC	SRPF A QR Riversouth LLC
GEM Mining 4, LLC	SRPF A QR Riversouth LLC
General Casualty Company of Wisconsin	The Texas Comptroller of Public Accounts, Revenue Accounting Division
Gray Reed (Conflicts and Efficiency Counsel to Official Committee of Unsecured Creditors)	Toyota Industries Commercial Finance Inc.
Harper Construction Company, Inc.	Travis County (TX)
Haynes and Boone, LLP (Counsel for BlockFi, Inc. and its affiliated entities)	Travis County (TX)
Huband-Mantor Construction, Inc.	
Humphrey & Associates, Inc.	

U.S. Bank National Association (as
Prepetition Note Agent and Collateral Agent)

Willkie Farr & Gallagher LLP (Counsel for
the Official Committee of Unsecured
Creditors)

Wingspire Equipment Finance, LLC

Schedule 2(t)

Regulatory and Governmental Agencies

Environmental Protection Agency

Internal Revenue Service (“IRS”)

Occupational Safety and Health Administration

Securities and Exchange Commission (“SEC”)

U.S. Customs and Border Protection

Schedule 2(u)
Secured Creditors

ABLe Communications, Inc.
ComNet Communications, LLC
Consolidated Electrical Distributors, Inc. dba Sun Valley Electric Supply
Coonrod Electric Co, LLC
Elliot Electric Supply, Inc.
Harper Construction Company, Inc.
Housley Communications, Inc.
Huband Mantor Construction Inc.
Humprey & Associates, Inc.
LML Services dba FlowTx
McElroy Metal Mill, Inc. dba McElroy Metal
MK-Marlow Company, LLC
Morsco Supply LLC dba Morrison Supply Company
Network Cabling Services, Inc.
Priority Power Management, LLC
Summit Electric Supply Co.
Sure Steel – Texas, LP
T&D Moravits & Co., LLC
Texas AirSystems, LLC
Wessely-Thompson Hardware, Inc.

Schedule 2(v)

Significant Competitors

Argo Blockchain PLC

Bitfarms Technologies Ltd. (fka Blockchain Mining Ltd.)

Cipher Mining Inc.

CleanSpark, Inc.

Greenidge Generation Holdings Inc.

Hive Blockchain Technologies Inc.

Hut 8 Mining Corp.

Iris Energy Ltd.

Marathon Digital Holdings, Inc.

Mawson Infrastructure Group Inc.

Riot Blockchain, Inc.

Schedule 2(w)**Significant Customers and Contract Counterparties**

1277963 B.C. Ltd dba Bitfield	Compass Mining, Inc.
ADQ Financial Services LLC	Crypto Garden, Inc.
Agricultural Scientific LLC	Cumulus Coin LLC
Aidant.ai	DCG Foundry LLC
AJT Trading, LLC	Digifarm Technologies Limited
Alloy Ventures Management LLC	Dreams and Digital, LLC
Argo Innovation Labs Inc.	DUS Management Inc.
AsicXchange Team Inc.	Etcembly Ltd
Atlas Technology Group LLC	EverData, LLC
Bay Colony Law Center, LLC	EZ BlockChain LLC
Bay Online Media	Flourishing Field Limited
Benjamin Rees	Gateway Korea Inc.
BEP 888, LLC	GEM Mining
BEP 999, LLC	Gilley Enterprises
Bit Digital USA, Inc.	Global Star Holding Co.
Bitmain Development Inc.	Goodrose 5009, Inc.
Bitmain Technologies Georgia Limited	Gopher, LLC
Bitmaintech PTE LTD	GPU.ONE
Bizmatica Polska JSC	Greg Pipho
Block One Technology	Gryphon Digital Mining, Inc.
Blockcap Inc.	Henry Ho
Blockchain United Mining Services	Hewlett Packard Enterprise Company
Blockfusion Technologies	Hockomock Mining Company
Blue Hills Co, LLC	Horizon Kinetics
Blue Torch Capital LP	Icons8
Brent Jason Deboer	Isoplex Inc.
Burdy Technology Limited	Israel Garcia
BW Holdings, LLC	Jacob McDaniel
CAC Global LLC	JAM Mining Corp.
CCP Credit Acquisition Holdings, L.L.C.	Kaboomracks, Inc.
Celsius Mining LLC	Kalon Investments, LLC
Charles Aram	Kristy-Leigh Minehan
Chris Chiovitti Holdings Inc.	Lake Parime USA Inc.
Clearly Leasing, LLC	Leon Hadgis
Colin Jacobs	LivePerson, Inc.
Colin Smith	Lonestar Ole Git LLC

Luxor Technology Corp	Techshop Computers Ltd.
Mark Bordcosh	Teslawatt
Mineority Group	The Allen Institute for Artificial Intelligence
Mineority Group LLC	Timeless Digital Corp.
Mississippi Home Development	T-Mobile USA, Inc.
N9+, LLC	Tomek Group, LLC
New Green Network LLC	Tony Grijalva
NextEra Energy Capital Holdings	TYMIF Coin Ventures, LLC
NFN8 Media, LLC	Union Jack, LLC
Nissan North America, Inc.	UnitX
Nomura Corporate Funding Americas, LLC	US Digital Mining and Hosting Co., LLC
North Georgia Data LLC	Vaerus Mining SPV2 LLC
NVIDIA Corporation	VCV Power Mining Alpha LLC
Pete Abdo	William McCarter
Polyphase Capital, LLC	
Poolin Technology Pte. Ltd.	
Pure Storage, Inc.	
Quandefi Opportunities LLC	
Quantum Digital Network Assets, LLC	
Richard Norman	
Rio Verde Holdings Ltd	
River Financial Inc.	
RJW Digital Solutions	
RME Black 100, LLC	
RME Black 200, LLC	
RME Black 88, LLC	
Rodrigo Perusquia	
RPM Balance, Inc.	
Rudy Worrell	
Savage.io	
Seagen Inc.	
Sensika Technologies OOD	
Serge Marin	
Socrates Roxas	
Spring Mud LLC	
Summit Crypto Mining Limited	
Supplybit, LLC	
Tansley Equipment Limited	

Schedule 2(x)

Significant Known Equity Security Holders >5%

Darin Feinstein
Michael J. Levitt
MPM Life LLC

Schedule 2(v)

Significant Vendors and Suppliers

1872 Consulting LLC	Arrowfish Consulting
2012Exxact Corporation	Atlantic Trailer Leasing & Sales, LLC
5Fastenation Inc.	Atlas Mining
5STAR5 INC	Atrio Inc.
Abu Dhabi Ports Company PJSC – KIZAD	AvTech Capital LLC
Accent Awnings Inc.	Bandy Transport Company
Adaptive Insights LLC	Barnhart Crane and Rigging Co
Advanced Business Equipment	Beacon Building Products
Agility Logistics Corp	Bearcom
Agora NW LLC	Belyea Company Inc.
AIM Summit FZE	Benton Electric Supply Inc.
Aircraft Services Group Inc.	Bernard Klopfer
Airflow Sciences Corporation	Better IT Solutions LLC
Alation, Inc.	Big Ass Fans
Albacross Nordic AB	Bigbee Steel Buildings Inc.
Alfa Internationals Logistics Inc.	Bigeye, Inc.
Aliexpress	Bitmain Development Inc.
Alliance Funding Group	Bitmain Technologies Limited
Allied Steel Buildings Inc.	Bitwave
Allstream	Black Box Network Services Inc.
Alpha Miner LLC	Blackline Safety Corp
Alpha Vertical Inc.	Blackpearl Management and Human Resource Consulting LLC
Alston and Bird LLP	Blakes Cassels and Graydon LLP
Alteryx Inc.	Blockchain Association
American Registry for Internet Numbers Ltd	Blue Cross Blue Shield of Texas
Americord	Bring Light and Sound LLC
Ameri-Dedicated Inc.	Broadridge ICS
Andrew Ferraro	BTC Media
Angel Bejarano Borrega	Building Image Group, Inc.
Aon Consulting Inc.	Built In Inc.
AON Risk Insurance Services West Inc.	Bureau Van Dijk Electronic Publishing Inc.
Applied Scale Technology	Business Wire Inc.
ARIBA INC	BWS Acoustics
Armstrong Moving Solutions San Antonio LLC	Calloway County Board of Education
Arrow Exterminators	Calvert Cafe LLC

Calvert City Municipal Water and Sewer
Canaan Convey Co Ltd
Capital City Public Affairs LLC
Capxon Electronics Shenzhen Co Ltd
Carolina Utility Customers Association
Carpet Capital Fire Protection Inc.
Carpet Capital Multi-System Inc.
CCR Corp
CDW Direct
CDW Middle East FZ LLC
CenturyLink
Cesar Gomez Martin
CFS Containers
Chamber of Digital Commerce
Chapeau!
Cherokee County Health Department
Cherokee Well Drilling
Chroma System Solutions, Inc.
Chubb
Ciemat
CIOReview
Circular Technologies Inc.
Cision US Inc.
Citadel Securities Corp Solutions
City Electric Supply
City of Bellevue – Tax Division
Cleerline Technology Group LLC
Cloudflare Inc.
CNA Insurance
Cohen and Company LTD
Coin Center Inc.
Coinbase Inc.
Coindesk Inc.
Colo Properties Atlanta LLC
Color Scapes Landscaping, Inc.
Commercial Acoustics
Common Desk Austin LLC
Compensation Advisory Partners, LLC

Comware
ConGlobal Industries LLC
Consero Global Solutions LLC
Consilio LLC
Constellation New Energy, Inc.
Container Monster LLC
Convergint Technologies LLC
CoreWeave Inc.
Covert Chrysler Dodge Jeep Ram
Crescendo Collective LLC
Crestline Solutions LLC
Critical Components Inc.
Crystal Caverns Spring Water LLC
Cunningham Golf and Utility Vehicles
Cusip Global Services
D16 LLC
Dakota Fire Protection Inc.
Dalton Fence Company
Dalton Service Inc.
Databricks, Inc.
Datasite LLC
David Herrington
Davis Wright Tremaine LLP
Denton Chamber of Commerce Inc.
Dentons Canada LLP
DHL Express (USA) Inc.
DigiCert Inc.
Digi-key
Digital Asset Services Ltd
Digital London Ltd
Digital Mountain Inc.
Dillon Eldridge
Distributed Ledger Inc.
Dockery Auto Parts
Dockzilla Co
DocuSign Inc.
Dongguan Fa Site Electronic Technology Co Ltd

Donnelley Financial Solutions	Foshan Dilue Supply Chain Mgmt. Co Ltd
DSV Air and Sea Inc.	Franchise Tax Board
Eagle Promotions	Free Transportation LLC
Eaton Corporation	FreightEx Logistics LLC
eCapital Advisors LLC	Frontline Shredding Inc.
Elasticsearch Inc.	Frost Brown Todd Attorneys LLC
Electra Link Inc.	FS.Com Inc.
Electric Power Engineers Inc.	FXSA
Electrical Com	G.I. Joe Landscaping, LLC
Elite Electric Company LLC	Gagnon & Miceli Freight Inc.
Employer Solutions Resources LLC	Genesis Custody Limited
Engineered Fluids, Inc.	Gibson and Associates Inc.
EPIC ASIC Asia Limited	Gilmore Kramer Co
Equisolve Inc	GitHub Inc.
ERI Economic Research Institute Inc.	Glaze Supply Company Inc.
Ernest Industries Inc.	Goldstein and Lee PC
Esteban LaSalle	GoodHire
EvoTek	Goodway Group Inc.
Farm & Ranch Construction, LLC	Google LLC
Farming with Stephanie LLC	Grand Forks Utility Billing
Fastenal Company	Great Sports Inc.
Federico Bohn	Greatland Corporation
FedEx	Green Business Certification, Inc.
Felker Construction Company Inc.	Greenhouse Software Inc.
Fernando Manuel Sierra Pajuelo	GreensLedge Capital Markets LLC
Fidelity Investments Institutional Operations Company LLC	Greyline Partners LLC
Financial Accounting Standards Board/ Governmental Accounting Standards Board	Griffin C Simerly
FINRA	Guardian Life
Fireblocks Inc.	Gustavo Melo Belfort
First Insurance Funding	Hamin Kang
First National Capital LLC	Hannig Row Partnership
First-Line Fire Extinguisher Company	Harper Construction Company, Inc.
Flexential Colorado Corp	Heapy
FlowTx	Hill and Wilkinson Construction Group Ltd
ForensisGroup Inc.	HM Tech LLC
Forks Landscaping LLC	Holland LLC
Forum Communications Company	Holloway Updike and Bellen Inc.
	HubSpot Inc.

Hudson Incentives Inc.	Lancaster Safety Consulting, Inc.
Hughes Electric Paint & Supplies	Landstar Ranger Inc.
Human Rights Foundation	Lane Powell PC
Hurricane Electric LLC	LANshack Com
Hutchins Pallet Service, Inc.	Larry Ledford
Hutchison and Steffen PLLC	Lenz LLC
ICE Systems, Inc.	Level 3 Communications LLC
ICI Mechanical LLC	LHC Capital Partners Inc.
ICS Inc.	LHH Recruitment Solutions
IDC Research Inc.	LinkedIn Corporation
INE	LiveView Technologies Inc.
Integrated Networking Technologies LLC	Lockton Insurance Brokers LLC
Integrity Door Solutions LLC	Logistica CryptoMining Repair LLC
Intralinks, Inc.	LRN Corporation
Ironclad Inc.	Lukka Inc.
Jackie L Bryan	M & S Patterson, Inc.
Javier Lazaro Jareno	Manley Four Little Pigs Inc.
JBM Office Solutions	Manning Land LLC
JCL Energy LLC	Marco Technologies LLC
Joaquin Pablo Gonzalez	Marshall County Battery and Golf Carts Inc.
Jobot	Marshall County Tax Administrator
John Furner	McMaster-Carr
Jonathan Barrett 2012 Irrevocable Trust dated May 31 2012	MDSI Inc.
Juan Jose Galan Lopez	Mediant Communications Inc.
K and E Lawn Service LLC	Megaport USA Inc.
Katz Marshall and Banks LLP	Meridian Equipment Finance LLC
Keith Larry Watkins	Michael Cruz
Kenco Material Handling Solutions LLC	Microsoft Azure
Kentucky Cabinet for Economic Development	Mike Darling Films
Kesco Air Inc.	Miller Griffin and Marks PSC
Kilpatrick Townsend and Stockton LLP	Mindset
King Ford	Mission Critical Facilities International, Inc.
Kings Road RV Park LLC	MJDII Architects Inc.
Know Agency	MNP LLP
KnowBe4 Inc.	Mobile Modular Portable Storage
Labor Finders	Monnit Corporation
Lake Effect Traffic LLC	Monoprice Inc.
	M-RETS

MSC Industrial Supply Co.
Murphy and Grantland PA
Murtco Inc.
Muskogee City-County Port Authority
Mustache Creative Studio
Nancy C Sayers
Nanning Dinggao Tech Limited
National Association of Corp Directors
Neeraj Agrawal
Next Level Valet LLC
NextLevel
nference, Inc.
Nicolas Carter
Office of State Tax Commissioner
Oklahoma Gas and Electric Company
Oklahoma Tax Commission
Okta Inc.
Old Dominion Freight Line Inc.
Old Republic National Title Ins. Co
Omeir Cargo LLC
Oncor Electric Delivery Company LLC
Onestopmining Technologies Limited
Onin Staffing, LLC
OnlineComponents.com
Oracle Capital LLC
Orange Computers
ORGDEV Limited
Overhead Door Company of Clayton/
Overhead Door Company of Tri State
Parker Lynch
Paulo Roberto Pereira de Souza Filho
Pax ADR LLC
Paycom Payroll LLC
PeopleReady Inc.
Pepsi MidAmerica
Petter Business Systems
Pioneer Abstract and Title Co of Muskogee
Inc.
Plant Tours Communications Company

Platinum Platypus Inc.
Premier Fire and Security Inc.
Prime Mowing and Property Management
LLC
Pure Water Technology of the Tri State Area
LLC
Pye-Barker Fire and Safety LLC
Q4 Inc.
Quality Water Financial LLC
Quik Print of Austin Inc.
Rack and Shelving Consultants
Radiant PPC LLC
Raymond Pope
RBI USA Customs Services LLC
RC Ventures Inc.
Recycling Equipment Corporation
Red Moon 88 LLC
Reffett Associates
Regents Capital Corporation
Reliance Telephone Systems
Rezvani Mining LLC
Robson Forensic Inc.
Rockwell Automation Inc.
Roman Krasniuk
Ruric Inc.
SafetySkills LLC
SAGE Capital Investments, LLC
Salary.com LLC
Salesforce.com, Inc.
Say Technologies LLC
Scott Malewig
Sebastian Javier Marconi
Sharp Business Systems
Sharpertek
Shermco Industries, Inc.
Silver Fox Productions Inc.
Silverpeak Special Situations Lending LP
Slack Technologies LLC
Smartsheet Inc.

Smoky Mountain BBQ Company LLC	The Coindad LLC
Solomon Corporation	The Crown Restaurant
Southeastern System Services Inc.	The MacLellan
Southern Cargo LLC	The Specialty Company – TSC
Spectrum Business	The Treadstone Group Inc.
SpectrumVoIP Inc.	Thomson Reuters Tax and Accounting checkpoint
Spotless Cleaning	Thycotic Software LLC
Stafftax Financial LLC	Time Warner Cable
Standby Service Solutions LLC	Top Imprint Limited
State of Tennessee Department of Revenue	Tor Naerheim Brand Design LLC
Stone Tower Air LLC	Total Quality Logistics LLC
Summit Energy Services Inc.	Tower Direct
Summit Funding Group Inc.	Trace3 LLC
Sunny Shah	TRACS Manufacturing LLC
Sunnyside Consulting and Holdings Inc.	Tractor and Palm Inc.
SunValley Electric Supply	Travis Asphalt
SuperAcme Technology Hong Kong LTD	Triangle Enterprises, Inc.
Susan Oh Communications	Trilogy LLC
Synopsys Inc	TriNet COBRA
Synovus Bank	Trinity Risk Solutions LLC
Tag Resources LLC	True North Data Solutions US Inc.
Tangent Energy Solutions Inc.	TXU Energy Retail Company LLC
Tango Lima, LP	TY Properties
Tax Executives Institute Inc.	U line
TDIndustries Inc.	United Capital Partners
Teague Nall and Perkins Inc.	United Rentals North America Inc
Technijian Inc.	United Rentals North America Inc.
Technology Navigators LLC	University of California, San Diego
TechSource Global LLC	UPS Supply Chain Solutions Inc.
Telecom Site Solutions LLC	Upstate Containers LLC
Telfi LLC	Validus Power Corp
Telles Global Consulting Inc.	Vandco Equipment
Temps Plus Inc.	VCheck Global LLC
Tenaska Power Services Co	Veriedge LLC
Tenet Solutions	Veritext LLC
Tennessee Valley Industrial Committee	Vesco Toyota Lift
Texas Blockchain Council	VMS Security Cloud Inc.
Texas Workforce Commission	

Volt Management Corp
Wachsman PR LLC
Waste Disposal Solutions Inc.
Waterlogic Americas LLC
Wells and West Inc.
WEX Health Inc.
Whitfield Electric Motor Sales & Service, Inc.
Whitney J Beauxis
Widseth Smith Nolting and Associates, Inc.
Williams Farm LLC
Williams Marston LLC
Wilson Built Fab Shop
Workplace Solutions Inc.
Young MFG Inc.
Zendesk Inc.
Zeus Mining Co Ltd
Zimney Foster PC
Ziply Fiber
Zoom Video Communications Inc.
ZoomInfo Technologies

Schedule 2(z)

Taxing Authorities

Austin, TX Lease – existing office (Worksmith)
Austin, TX Lease – new office (Riversouth)
California Franchise Tax Board
Cedarvale, TX
Cherokee County Tax Collector (NC)
City of Calvert City (Calvert City, KY)
City of Denton, TX
Colorado Department of Revenue
Dalton-Whitfield Joint Development Authority; Carl Campbell, Executive Director
Eddie McGuire, Marshall County Sheriff (Benton, KY)
Georgia Department of Revenue
Internal Revenue Service
Jobe Ranch Family Limited Partnership, Lessor (11/15/2021)
Kentucky Department of Revenue
Kentucky State Treasurer
King County Assessor (Seattle, WA)
Marshall County (Kentucky) Department of Revenue
Minnkota Power Cooperative
ND Office of State Tax Commissioner
North Carolina Department of Revenue
North Dakota Department of Revenue
North Dakota Office of State Tax Commissioner
Oklahoma Department of Revenue
State of Delaware – Division of Corporations
Tennessee Department of Revenue
Tennessee Valley Authority – Economic Development – Thomas Buehler (Calvert City)
Texas Comptroller / Texas Comptroller – Sales & Use Tax
Travis County, TX (Austin, TX HQ)
US Customs and Border Protection
Ward County Assessor (TX)
Whitfield County Board of Assessors (Dalton, GA)

Schedule 2(aa)

Top 30 Unsecured Creditors

AAF International
Amazon Web Services Inc.
Bergstrom Electric
BRF Finance Co., LLC
CDW Direct
CES Corporation
Cherokee County Tax Collector
Cooley LLP
Dalton Utilities
DK Construction Company
Duke Energy
FlowTx
Gensler
Harper Construction Company, Inc.
Herc Rentals
Kentucky Department of Revenue
LiveView Technologies Inc.
Marshall County Sheriff
McDermott Will and Emery LLP
Moss Adams LLP
OP
Priority Power Management, LLC
Reed Wells Benson and Company
Securitas Security Services USA Inc.
Shell Energy Solutions
Sidley Austin LLP
Tenaska Power Services Co
Tenet Solutions
Trilogy LLC
U.S. Customs and Border Patrol

Schedule 2(bb)**Top 100 Largest Unsecured Claims (Excluding Insiders)**

A to Z pest Control and Services	Gensler
AAF International	Globalization Partners LLC
AccuForce HR Solutions LLC	GreatAmerica Financial Services
Acme Tools	Grubhub Holdings Inc.
Altru Health System	Hannan Supply Company Inc.
Amazon Business	Herc Rentals
Amazon Web Services Inc.	IEWC Global Solutions
American Paper and Twine Co	Interstate Welding and Steel Supply
American Security and Protection Service LLC	J W Didado Electric LLC
AT&T	Jackson Purchase Energy Corporation
Averitt Express Inc.	Jacob John Novak
Bearden Industrial Supply	Kelly Services Inc.
Bergstrom Electric	Lattice
BlockFi Lending LLC	Libz Fin LLC
C & W Facility Services, Inc.	Lisa Ragan Customs Brokerage
C.H. Robinson Company, Inc.	Manpower
Callahan Mechanical Contractors Inc.	Marble Community Water System
Carolina Recycling & Consulting LLC	Marnoy Interests Ltd.
CES Corporation	Marshall County Sheriff
Charter Communications, Inc. (dba Spectrum)	MassMutual Asset Finance LLC
Cherokee County Tax Collector	Moss Adams LLP
City of Calvert City	Mountain Top Ice
Collier Electrical Service Inc.	Onyx Contractors Operations, LP
ComputerShare Inc.	Optilink
Condair Inc	Proctor Management
Dakota Carrier Network	Reed Wells Benson and Company
Data Sales Co Inc.	Regional Disposal and Metal LLC
Delaware Secretary of State	Resound Networks LLC
DJNR Interactive LLC	Ricks Rental Equipment
DK Construction Company	Robert Half Talent Solutions
Draffen Mart Inc.	Securitas Security Services USA Inc.
EPB of Chattanooga	Slalom LLC
Equinix Inc.	Snelling
Equipment Depot of Kentucky Inc.	Stonebriar Finance Holdings LLC
Frontier Communications America Inc.	Supreme Fiber LLC nb
	Technology Finance Corporation

Temps Plus of Paducah Inc.
Tenaska Colocation Services LLC
Tennessee Valley Authority
Truckload Connections, LLC
US Customs and Border Patrol
Waste Path Services LLC
Water Works C&R, LLC
XC Container LLC
ZetaMinusOne LLC

Schedule 2(cc)

UCC Search Results and UCC Lien Search Results

ACM ELF ST LLC	Humphrey & Associates, Inc.
Anchorage Lending CA, LLC	Humprey & Associates, Inc.
Arctos Credit, LLC	Imperial Fire Protection, LLC
Bank Financial	Indigo Commercial Funding, LLC
Bank of the West	J.W. Didado
Barings BDC, Inc.	Jack Novak
Barings Capital Investment Corporation	Liberty Commercial Finance LLC
Barings Private Credit Corp.	Liberty Commercial Finance LLC (n/k/a as Wingspire Equipment Finance LLC)
BEAM Concrete Construction, Inc.	LML Services dba FlowTx
BlockFi Lending LLC	Maddox Industrial Transformer LLC
Bremer Bank, National Association	MassMutual Asset Finance LLC
Brown Corporation	McCarthy Building Companies Inc.
C T Corporation System, as Representative	McCarthy Building Companies, Inc.
Celsius Networks Lending LLC	McCorvey Sheet Metal Works, LP
CIT Bank, N.A.	McElroy Metal Mill, Inc. dba McElroy Metal
CM TFS LLC	MK Marlow Company, LLC
ComNet Communications, LLC	Morsco Supply LLC dba Morrison Supply Company
Condair Inc.	Network Cabling Services, Inc.
Consolidated Electrical Distributors, Inc. dba Sun Valley Electric Supply	North Mill Credit Trust
Contech Construction	NYDIG ABL LLC
Contech, Inc.	Pillar Electric
Convergint Technologies LLC	Power & Digital Infrastructure Corp.
Coonrod Electric Co., LLC	Power Engineering Services, Inc.
Corporation Service Company	Priority Power Management, LLC
Dell Financial Services L.L.C.	Silverpeak Credit Partners LP, as Collateral Agent
Elliot Electric Supply, Inc.	Stonebriar Commercial Finance LLC
GARIC INC.	Stonebriar Finance Holdings LLC
GARIC, INC.	Summit Electric Supply Co.
Gaylor Electric, Inc. d/b/a Gaylor, Inc.	Sure Steel – Texas, LP
Graybar Electric Company Inc.	T&D Moravits & Co.
Graybar Electric Company, Inc.	TCF National Bank
Harper Construction Company, Inc.	Texas AirSystems, LLC
Holliwood LLC	Toyota Industries Commercial Finance, Inc.
Housley Communications, Inc.	
Huband-Mantor Construction Inc.	

Trilogy

Trinity Capital Inc.

VFSOX, LLC

Way Mechanical

Wessely-Thompson Hardware, Inc.

Wingspire Equipment Finance, LLC

XPDI Merger SUB, Inc.

Schedule 2(dd)

U.S. Attorney's Office for the Southern District of Texas

Jennifer Lowery

Schedule 2(ee)

United States Trustee and Staff for the Southern District of Texas – Region 7

Alethea Caluza
Alicia Barcomb
Brian Henault
Christopher R. Travis
Christy Simmons
Clarissa Waxton
Glenn Otto
Gwen Smith
Ha Nguyen
Hector Duran
Ivette Gerhard
Jana Whitworth
Jayson B. Ruff
Kevin M. Epstein
Linda Motton
Luci Johnson-Davis
Millie Aponte Sall
Samantha Chilton
Stephen Statham
Steven Whitehurst
Valerie Goodwin
Yasmine Rivera

Schedule 2(ff)

Utility Providers and Utility Brokers

Alpha Waste	Xcel Energy, Inc.
BalsamWest Fiber Net	
Calvert City Hall (Kentucky)	
Carolina Recycling	
CenturyLink	
Charter Communications, Inc. (dba Spectrum)	
Cogent Communications	
Countrywide Sanitation Co	
Dakota Carrier Network	
Dalton Utilities	
Dellcom (Dell Telephone)	
Denton Municipal Electric	
Dialog Telecommunications	
Digital Realty	
Dobson Fiber	
Duke Energy	
Duke Energy Carolinas	
Duke Energy Carolinas, LLC	
Frontier Communications	
GlobalGig	
Internal/Resound Networks	
Level 3 Communications LLC	
Logix Fiber Networks	
Lumen/CenturyLink	
Marble Community	
Murphy Electric Power Board	
NODAK Electric Cooperative	
Optilink	
Regional Waste	
Resound Networks	
Shell Energy Solutions	
Starlink	
TanMar Rentals, LLC	
Tennessee Valley Authority	
Time Warner Cable	
Windstream Communications	

Schedule 3

Conflicts Results

The results listed on this **Schedule 3** are the product of implementing the Firm Procedures described in the Meyer Declaration and are based on the relationship of the indicated persons, entities, or their affiliates with the Official Equity Committee and V&E.

Creditors, Stakeholders, and Other Parties in Interest

V&E has previously represented, may currently represent, and may in the future represent, creditors, stakeholders, and other parties in interest and/or affiliates thereof in matters unrelated to the Debtors, as follows:

1A Smart Start LLC	Google LLC
American Infrastructure MLP Fund, L.P.	Hi-Crush
AP Shale Logistics Holdco LLC	High Road Resources, LLC
Apex Energy, LLC	ICG Rayford Partners, LP
Apollo Capital Management	IonicBlue Partners LLC
Arthur Kill Terminal TopCo, LLC	Jupiter Resources Inc.
Bank of America Securities LLC	Kayne Private Energy Income Fund II, L.P.
Bank of America, N.A.	Kraken Oil & Gas II LLC
Belvedere Royalties LLC	Labora Group, Inc.
Big Ass Fans LLC	Loews Corporation and affiliates
BlackRock Financial Management, Inc.	Michael & Susan Dell Foundation
BofA Securities, Inc.	Microsoft Corporation
BofA Securities, Inc.	Momentum Minerals II, LLC
Casillas Petroleum Corporation	Momentum Minerals, LLC
Caterpillar Inc.	NextEra Energy, Inc.
Chisholm Oil and Gas, LLC	Northwoods Energy
Chubb Limited and affiliates	Oncor Electric Delivery Company
CIT Finance LLC	OneOK, Inc.
City Electric Supply Company	Oracle Corporation
Coinbase Global Inc.	Paycom Software, Inc.
CSV Midstream Solutions Corporation	Pegasus Optimization Partners, LLC
Deloitte & Touche L.L.P.	Pinedale Energy Partners, LLC
Double Eagle Energy Holdings II LLC	PricewaterhouseCoopers LLP
Double Eagle Energy Holdings III LLC	Radar, LLC
Double Eagle Energy Holdings, LLC	RC Ventures LLC
Draeger US Interlock, LLC	Resource Energy Partners LLC
DSV Air & Sea Inc.	Roundtable Energy Holdings, LLC
Emory Peak Holdings, LLC	Royal Bank of Canada
EP Energy LLC	Sabinal Energy Operating, LLC
ES Platform Holdings, Inc.	Sapphire Gas Solutions LLC
Floating Infrastructure Holdings LLC	Sempra Energy, Inc.
Flywheel Bakken, LLC	SHD Oil & Gas, LLC
Freestone Midstream Holdings, LLC	Spartan Acquisition Corp. II
Gastar Exploration Inc.	Spartan Energy Acquisition Corp.

Special Litigation Committee of the Board of
Directors of Las Vegas Sands Corp.

Takkion Group LLC

Takkion Holdings LLC

Takkion TP&L Holdings LLC

Talos Energy LLC

Talos Energy LLC

Terra Energy Holdings LLC

TOPS Holdings, LLC

Tumbleweed Royalties, LLC

Tumbleweed Royalty II, LLC

U.S. Bancorp (Additional Client in Open
Matter)

U.S. Bank N.A.

Validus Energy Holdings LLC

Van Buren Energy, LLC

Venerable Holdings Senior Management
Team

Vista Equity Partners Management, LLC

Vistra Corp.

Vital Energy, Inc.

Windstream Communications, LLC

Wolfcamp Drillco LLC

Woodville Pellets, LLC

EXHIBIT B-2

Wall Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
CORE SCIENTIFIC, INC., <i>et al.</i> ,	§	Case No. 22-90341 (DRJ)
	§	
	§	(Jointly Administered)
Debtors. ¹	§	
	§	
	§	

**DECLARATION OF DOUGLAS S. WALL
IN SUPPORT OF APPLICATION FOR ENTRY
OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF VINSON & ELKINS LLP AS COUNSEL
FOR THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS**

I, Douglas S. Wall, hereby declare under penalty of perjury that the following is true and correct:

1. I am an authorized signatory of the above-captioned Official Committee of Equity Security Holders (the “**Official Equity Committee**”).² I have been appointed by the Official Equity Committee to serve as a responsible officer of the Official Equity Committee and an authorized signatory. In such capacity, I am generally familiar with the day-to-day operations of the Official Equity Committee and am authorized to submit this declaration (the “**Declaration**”).

2. I submit this Declaration in support of the *Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Counsel for the Official*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² Capitalized terms used but not otherwise defined herein have the meanings set forth in the Application.

Committee of Equity Security Holders Effective As of March 30, 2023 (the “**Application**”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

V&E’S QUALIFICATIONS

3. The Official Equity Committee seeks to retain V&E because, among other reasons, (a) V&E has extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code, (b) V&E is widely recognized as one of the world’s leading legal advisors, (c) V&E has extensive experience and knowledge in handling corporate, capital markets, debt restructuring, and other transactions for companies in a variety of industries, and (d) V&E has significant experience acting as legal counsel to debtors, creditors, and equity security holders in complex chapter 11 cases before the Court.

RATE STRUCTURE

4. The Official Equity Committee is responsible for, among other things, supervising the costs of counsel retained by the Official Equity Committee. The Official Equity Committee is also responsible for reviewing the invoices regularly submitted by V&E, and has been informed by V&E that the hourly rates disclosed by V&E in the Application and in the *Declaration of David S. Meyer in Support of Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Counsel for the Official Committee of Equity Security Holders* (the “**Meyer Declaration**”) are the hourly rates that will be charged by V&E throughout the pendency of these chapter 11 cases.

COST SUPERVISION

5. The Official Equity Committee has approved V&E’s prospective budget and staffing plan for the period from March 30, 2023 through June 7, 2023, recognizing that in the course of complex chapter 11 cases like these, it is possible that there may be unforeseen fees and

expenses that will need to be addressed by the Official Equity Committee and V&E. The Official Equity Committee further recognizes that it has a responsibility to closely monitor V&E's billing practices to ensure the fees and expenses paid by the Debtors' estates remain consistent with the Official Equity Committee's expectations, the EC Fee Cap (as defined in the OEC Appointment Order), and the exigencies of these chapter 11 cases. The Official Equity Committee will continue to review V&E's monthly fee statements, and, together with V&E, amend the budget and staffing plans periodically, as needed.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 28, 2023
Dallas, Texas

Respectfully submitted,

/s/  _____

Douglas S. Wall
Authorized Signatory
Official Committee of Equity Security Holders